

**UNITED STATES DISTRICT COURT  
FOR THE EASTERN DISTRICT OF OKLAHOMA**

**AES SHADY POINT, LLC,**

**Plaintiff,**

**v.**

**Civil Action No. 6:19-cv-00132-PRW**

**CONTINENTAL CARBONIC  
PRODUCTS, INC.  
AND  
OK FOODS, INC.,**

**Defendants.**

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**DECLARATION OF CHRISTOPHER S. DODRILL**

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Pursuant to 28 U.S.C. § 1746, I hereby declare as follows:

1. I am over the age of 21. I am capable of making this unsworn declaration pursuant to 28 U.S.C. § 1746. I have not been convicted of a felony or a crime involving dishonesty.
2. I am an attorney and a senior associate in the Dallas, Texas office of the law firm of Greenberg Traurig, LLP and counsel for Defendant Continental Carbonic Products, Inc. (“CCPI”). The facts stated within this declaration are within my personal knowledge and are true and correct. I submit this declaration in support of CCPI’s Motion to Transfer Venue under 28 U.S.C. § 1404.
3. **Exhibit A-1** is a true and correct copy of a letter dated September 6, 2018, from Bryan Burns, General Counsel at OK Foods, Inc., to John Funk, president of CCPI.

4. **Exhibit A-2** is a true and correct copy of a letter dated September 18, 2018, from P. William Stark, a shareholder in the Dallas, Texas office of Greenberg Traurig, LLP and counsel for CCPI, to Rick Jackson, president of Plaintiff AES Shady Point, LLC.

5. **Exhibit A-3** is a true and correct copy of a letter dated October 5, 2018, that Mr. Stark received from Mr. Jackson.

6. **Exhibit A-4** is a true and correct copy of a letter dated November 2, 2018, from Mr. Burns to Mr. Stark. Mr. Stark forwarded that letter to Mr. Jackson, with a letter dated November 7, 2018. True and correct copies of those letters are attached collectively as Exhibit A-4.

7. **Exhibit A-5** is a true and correct copy of an exchange of emails between, among others, Mr. Stark, Mr. Burns, and Mr. Jackson regarding an inspection of OK Foods's allegedly contaminated chicken product in Fort Smith, Arkansas on December 4, 2018.

8. **Exhibit A-6** is a true and correct copy of a letter dated December 5, 2018, from Christopher M. LaVigne, a shareholder in the Dallas, Texas office of Greenberg Traurig, LLP and counsel for CCPI, to Mr. Jackson.

9. **Exhibit A-7** is a true and correct copy of a letter dated December 21, 2018, that Mr. LaVigne received from James Reed, counsel for AES/SP.

10. **Exhibit A-8** is a true and correct copy of a letter dated March 7, 2019, that Mr. Stark sent to Mr. Reed.

I declare under penalty of perjury that the foregoing is true and correct.

Dated this 30th day of April, 2019



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Christopher S. Dodrill

# **EXHIBIT A-1**



OK Foods, Inc.  
P.O. Box 1787  
Fort Smith, AR 72902

479.783.4186  
1.800.635.9441

[www.okfoods.com](http://www.okfoods.com)  
[www.tenderbird.com](http://www.tenderbird.com)

**September 6, 2018**

John Funk, President  
Continental Carbonic Products, Inc.  
5309 Jenny Lind Road  
Fort Smith, Arkansas 72901  
Via email: [jfunk@continentalcarbonic.com](mailto:jfunk@continentalcarbonic.com); [kadkison@continentalcarbonic.com](mailto:kadkison@continentalcarbonic.com);  
[mbrewer@continentalcarbonic.com](mailto:mbrewer@continentalcarbonic.com); [joody@continentalcarbonic.com](mailto:joody@continentalcarbonic.com)

RE: Product Contamination Claim  
Loss Dates: Aug 31 – Sept. 4, 2018  
Delivery Location: OK Foods, 4201 Reed Lane, Fort Smith, AR 72904

Mr. Funk:

As you are aware, a significant quantity of O.K. Foods products have been impacted by foreign material that we believe was contained in a delivery of CO2 from your company. Please accept this letter as notice of our intent to file a claim for lost product, revenue and other expenses related to this event. If you have insurance coverage for this matter, please consider whether you need to report this event to your insurance carrier. If you desire to inspect any of the product, we have a very short window of opportunity due to the nature of the raw product. Please contact us immediately if you wish to conduct an inspection. We are still investigating the details and scope of this loss and will keep you posted as new information becomes available and send you a formal claim notice.

If you have any questions, please feel free to contact me. We look forward to your prompt resolution of this matter.

Sincerely,

/s/ Bryan Burns  
Bryan Burns  
General Counsel

## **EXHIBIT A-2**



P. William Stark  
Tel 214.665.3735  
Fax 214-665-3601  
starkb@gtlaw.com

**Certified Article Number**

9414 7266 9904 2128 6183 77

September 18, 2018

**SENDER'S RECORD**

*Via Certified Mail, Return Receipt Requested*

AES Shady Point LLC  
P.O. Box 1740  
Panama, OK 74951

Lee Morris  
AES Shady Point LLC  
P.O. Box 1740  
Panama, OK 74951

Rick Jackson  
AES Shady Point LLC  
P.O. Box 1740  
Panama, OK 74951

**Certified Article Number**

9414 7266 9904 2128 6183 84

**SENDER'S RECORD**

Re: Alleged Product Contamination Claim from OK Foods, Inc.

Gentlemen:

This firm represents and writes on behalf of Continental Carbonic Products, Inc. ("CCP"). Enclosed please find a letter CCP received from OK Foods, Inc. ("OK Foods") regarding OK Food's alleged product contamination claim (the "Claim"). Please direct all communications regarding the Claim to my attention.

Based upon the information currently available to CCP, it appears clear that, to the extent the Claim is valid, any contamination was caused exclusively and wholly by AES Shady Point LLC ("AES/SP") and AES/SP's failure to supply food grade dry ice pellets to CCP as required by the Sales Agreement – Food Grade Dry Ice Pellets between AES/SP and CCP, originally dated July 3, 2007 and amended since that time. As such, this letter serves as CCP's notice to AES/SP that CCP will look to AES/SP for the full and complete indemnification, defense, and satisfaction of any and all damages, fees, costs, and other expenses incurred and/or suffered by CCP as a result of the Claim.

Obviously CCP trusts and anticipates that AES/CP will fully and completely comply with its obligations to protect and preserve all documents and information regarding the Claim and will suspend any policies that would result in electronically stored information being overwritten, erased, or otherwise destroyed.

DAL 80800336v1

**Certified Article Number**

9414 7266 9904 2128 6183 91

**SENDER'S RECORD**

ALBANY  
AMSTERDAM  
ATLANTA  
AUSTIN  
BOCA RATON  
BOSTON  
CHICAGO  
DALLAS  
DELAWARE  
DENVER  
FORT LAUDERDALE  
HOUSTON  
LAS VEGAS  
LONDON\*  
LOS ANGELES  
MEXICO CITY\*  
MIAMI  
MILAN\*  
NEW JERSEY  
NEW YORK  
NORTHERN VIRGINIA  
ORANGE COUNTY  
ORLANDO  
PHILADELPHIA  
PHOENIX  
ROME\*  
SACRAMENTO  
SAN FRANCISCO  
SEOUL\*  
SHANGHAI  
SILICON VALLEY  
TALLAHASSEE  
TAMPA  
TEL AVIV\*  
TOKYO\*  
WARSAW\*  
WASHINGTON, D.C.  
WESTCHESTER COUNTY  
WEST PALM BEACH

\*OPERATES AS GREENBERG TRAURIG-MAHER LLP

\*OPERATES AS GREENBERG TRAURIG, S.C.

\*STRATEGIC ALLIANCE

\*OPERATES AS GREENBERG TRAURIG LLP FOREIGN LEGAL CONSULTANT OFFICE

\*A BRANCH OF GREENBERG TRAURIG, P.A., FLORIDA, USA

\*OPERATES AS GREENBERG TRAURIG-HORITSU JIMUSHO

\*OPERATES AS GREENBERG TRAURIG-GRZESIAK SPK

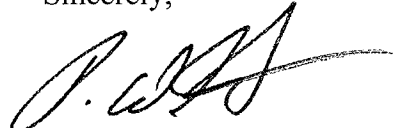
AES Shady Point LLC  
Lee Morris  
Rick Jackson  
September 18, 2018  
Page 2

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If AES/SP has insurance coverage for this matter, please consider whether AES/SP needs to report this matter to its insurance carrier.

If you have any questions, please do not hesitate to contact me.

Sincerely,



P. William Stark

PWS:sdf  
encl.

DAL 80800336v1





OK Foods, Inc.  
P.O. Box 1787  
Fort Smith, AR 72902

479.783.4186  
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[www.okfoods.com](http://www.okfoods.com)  
[www.tenderbird.com](http://www.tenderbird.com)

**September 6, 2018**

John Funk, President  
Continental Carbonic Products, Inc.  
5309 Jenny Lind Road  
Fort Smith, Arkansas 72901  
Via email: [jfunk@continentalcarbonic.com](mailto:jfunk@continentalcarbonic.com); [kadkison@continentalcarbonic.com](mailto:kadkison@continentalcarbonic.com);  
[mbrewer@continentalcarbonic.com](mailto:mbrewer@continentalcarbonic.com); [joody@continentalcarbonic.com](mailto:joody@continentalcarbonic.com)

RE: Product Contamination Claim  
Loss Dates: Aug 31 – Sept. 4, 2018  
Delivery Location: OK Foods, 4201 Reed Lane, Fort Smith, AR 72904

Mr. Funk:

As you are aware, a significant quantity of O.K. Foods products have been impacted by foreign material that we believe was contained in a delivery of CO2 from your company. Please accept this letter as notice of our intent to file a claim for lost product, revenue and other expenses related to this event. If you have insurance coverage for this matter, please consider whether you need to report this event to your insurance carrier. If you desire to inspect any of the product, we have a very short window of opportunity due to the nature of the raw product. Please contact us immediately if you wish to conduct an inspection. We are still investigating the details and scope of this loss and will keep you posted as new information becomes available and send you a formal claim notice.

If you have any questions, please feel free to contact me. We look forward to your prompt resolution of this matter.

Sincerely,

/s/ Bryan Burns  
Bryan Burns  
General Counsel

## **EXHIBIT A-3**



VIA CERTIFIED MAIL 7016 0910 0001 8403 4226

October 5, 2018

P.O. Box 1740  
Panama, OK 74951  
tel. 918-582-3488  
fax. 918-962-5666

Mr. P. William Stark  
GreenbergTraurig  
Attorneys at Law  
2200 Ross Avenue, Suite 5200  
Dallas, TX 75201

RE: Alleged Product Contamination Claim  
Loss Dates: Aug 31 – Sept 4, 2018  
Delivery Location: OK Foods, 4201 Reed Lane, Ft Smith, AR 72904

Dear Mr. Stark,

I am in receipt of your letter dated September 18, 2018 demanding "indemnification, defense, and satisfaction" for damages related to alleged product contamination from OK Foods. I am writing to respond to your indemnification demand.

Although we believe that the specific source of the alleged contamination has yet to be proven, AESSP can confirm that wear components utilized in our Dry Ice machines are certified by the manufacturer to be natural material and are compliant with FDA, USDA, NST, and 3A-Dairy regulations.

Moreover, I would point out that Section 12 of the 2007 Sales Agreement specifically limits the indemnification obligation of either Party to "willful misconduct." There was certainly no willful misconduct involved in this situation, but to the extent that you believe you have evidence to the contrary, we would be happy to review and reconsider our position.

Sincerely,

A handwritten signature in black ink, appearing to read "Rick Jackson", is written over the "Sincerely," text.

Rick Jackson, President  
AES Shady Point, LLC

## **EXHIBIT A-4**



P. William Stark  
Tel 214.665.3735  
Fax 214-665-3601  
starkb@gtlaw.com

November 7, 2018

Lee.morris@aes.com  
Lee Morris  
AES Shady Point LLC  
P.O. Box 1740  
Panama, OK 74951

Rick.jackson@aes.com  
Rick Jackson  
AES Shady Point LLC  
P.O. Box 1740  
Panama, OK 74951

Re: Alleged Product Contamination Claim from OK Foods, Inc.

Gentlemen:

Further to my letter dated September 18, 2018 regarding OK Foods, Inc.'s alleged product contamination claim caused by AES Shady Point LLC ("AES/SP") and AES/SP's failure to supply food grade dry ice pellets to Carbonic Products, Inc. ("CCP"), enclosed please find a letter CCP received from OK Foods, Inc. ("OK Foods") setting forth OK Food's claim. Additionally, please note OK Food's November 9, 2018 deadline to inform OK Foods of a desire to inspect the frozen product that OK Foods has stored—otherwise, OK Foods states that it intends to destroy the product.

If you have any questions, please do not hesitate to contact me.

Sincerely,

A handwritten signature in black ink, appearing to be "P. Stark", written over a horizontal line.

P. William Stark

PWS:sdf  
encl.

DAL 80838169v1



OK Foods, Inc.  
P.O. Box 1787  
Fort Smith, AR 72902

479.733.4135  
1.800.635.9441

www.okfoods.com  
www.tenderbird.com

November 2, 2018

Via Email (starkb@gtlaw.com)

P. William Stark  
Greenberg Traurig, LLP  
2200 Ross Avenue, Suite 5200  
Dallas, TX 75201

Mr. Stark:

This is in reference to the claim that I previously wrote to you about on October 1, 2018. We have completed analysis of our claim and are hereby claiming damages in the total amount as of November 2, 2018 of no less than \$516,740.33. A summary of the claim is as follows:

<b>CO2 Claim Summary</b>			
<b>Item</b>	<b>Total Claim Amount</b>	<b>290,952</b>	<b>\$ 516,740.33</b>
1.0	Condemn product - Reed Lane/Returned from Customer	40,250	\$ 51,548.18
1.1	Disposal fee		\$ 763.84
1.2	Freight for Tony Downs loads		\$ 4,950.00
1.3	Condemn product - Reed Lane		\$ 10,008.30
2.0	Muldrow Condemn	45,152	\$ 58,053.27
2.1	Muldrow Disposal Expense		\$ 2,335.52
4.0	Finished Goods Muldrow FP	142,470	\$ 224,234.11
5.0	Finished Goods OKC FP	43,560	\$ 97,378.38
6.0	Tony Down extra charges for defective product processed		\$ 35,438.35
7.0	Trim Meat at ARS	19,520	\$ 14,380.38
8.0	Disposal for Status 17 inventory		\$ 16,000.00
9.0	Storage expenses for Status 17 inventory		\$ -
10.0	Transfers to Consolidate on ARS		\$ 1,650.00

You will note that line 9.0 for storage expenses is blank. That is because we continue to store the frozen product that I referenced in my October 1, 2018 letter and those costs are continuing to accrue. I have heard nothing from you on inspection of this product. We cannot continue to store this product. If your client wishes to inspect, please notify me no later than



OK Foods, Inc.  
P.O. Box 1787  
Fort Smith, AR 72902

479.783.4186  
1.800.635.9441

[www.okfoods.com](http://www.okfoods.com)  
[www.tenderbird.com](http://www.tenderbird.com)

November 9, 2018. If we do not receive such notification, we will proceed with destroying the product. The sooner we hear from you on this product, the sooner we can stop accruing storage costs.

We also included a conservative estimate of disposal costs, but will not have final receipts for that until we destroy the product we are still storing.

I have also included an Excel file with detail on the various items in our claim. If it would be beneficial for our accounting team to walk you through this information, please let me know.

We would appreciate your prompt attention this claim.

Thank you, and please contact me with any questions.

Sincerely,

A handwritten signature in cursive script that reads "Bryan Burns".

Bryan Burns,  
General Counsel, OK Foods

## CO2 Claim Summary

Item	Total Claim Amount	290,952	\$ 516,740.33
1.0	Condemn product - Reed Lane/Returned from Customer	40,250	\$ 51,548.18
1.1	Disposal fee		\$ 763.84
1.2	Freight for Tony Downs loads		\$ 4,950.00
1.3	Condemn product - Reed Lane		\$ 10,008.30
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2.1	Muldrow Disposal Expense		\$ 2,335.52
4.0	Finished Goods Muldrow FP	142,470	\$ 224,234.11
5.0	Finished Goods OKC FP	43,560	\$ 97,378.38
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7.0	Trim Meat at ARS	19,520	\$ 14,380.38
8.0	Disposal for Status 17 inventory		\$ 16,000.00
9.0	Storage expenses for Status 17 inventory		\$ -
10.0	Transfers to Consolidate on ARS		\$ 1,650.00



[REDACTED]

**Comments**

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recorded P9 2018

complete

complete

complete

recorded P9 2018

partial coded to claim

in inventory

in inventory

Claim for extra expense 1099914

in inventory

Estimated until actual disposal

6 Loads at \$275 a load

[REDACTED]

Warehouse	Supplier	Enter Date	Manifest	Reason Enter	Production Adjustment No	Product Code	Date Produced	Lot No	Warehouse Description	Reason Description	Warehouse Location	Manifest Description	Product Description	Pounds	UOM Description	Cost	Account No	Product Group Description	Schedule Summary Key	User Name	Audit Date
21	139	9/12/2018	TIA	30	3284017	402171	43343	180831FD14101	FORT SMITH DEBONE	Condemned	TRAILER	Condemned	B/S BRST BTRFLUES W/RIB MT, COMBO	-1750 CS		-2241.225	1.1106E+13	BONELESS SKINLESS - FRESH	tlawwi	43356	4/11/14
21	139	9/12/2018	TIA	30	3284017	402171	43343	180831FD14102	FORT SMITH DEBONE	Condemned	TRAILER	Condemned	B/S BRST BTRFLUES W/RIB MT, COMBO	-1750 CS		-2241.225	1.1106E+13	BONELESS SKINLESS - FRESH	tlawwi	43356	4/11/14
21	139	9/12/2018	TIA	30	3284017	402171	43343	180831FD14103	FORT SMITH DEBONE	Condemned	TRAILER	Condemned	B/S BRST BTRFLUES W/RIB MT, COMBO	-1750 CS		-2241.225	1.1106E+13	BONELESS SKINLESS - FRESH	tlawwi	43356	4/11/14
21	139	9/12/2018	TIA	30	3284017	402171	43343	180831FD14104	FORT SMITH DEBONE	Condemned	TRAILER	Condemned	B/S BRST BTRFLUES W/RIB MT, COMBO	-1750 CS		-2241.225	1.1106E+13	BONELESS SKINLESS - FRESH	tlawwi	43356	4/11/14
21	139	9/12/2018	TIA	30	3284017	402171	43343	180831FD14105	FORT SMITH DEBONE	Condemned	TRAILER	Condemned	B/S BRST BTRFLUES W/RIB MT, COMBO	-1750 CS		-2241.225	1.1106E+13	BONELESS SKINLESS - FRESH	tlawwi	43356	4/11/14
21	139	9/12/2018	TIA	30	3284017	402171	43343	180831FD14106	FORT SMITH DEBONE	Condemned	TRAILER	Condemned	B/S BRST BTRFLUES W/RIB MT, COMBO	-1750 CS		-2241.225	1.1106E+13	BONELESS SKINLESS - FRESH	tlawwi	43356	4/11/14
21	139	9/12/2018	TIA	30	3284017	402171	43343	180831FD14107	FORT SMITH DEBONE	Condemned	TRAILER	Condemned	B/S BRST BTRFLUES W/RIB MT, COMBO	-1750 CS		-2241.225	1.1106E+13	BONELESS SKINLESS - FRESH	tlawwi	43356	4/11/14
21	139	9/12/2018	TIA	30	3284017	402171	43343	180831FD14108	FORT SMITH DEBONE	Condemned	TRAILER	Condemned	B/S BRST BTRFLUES W/RIB MT, COMBO	-1750 CS		-2241.225	1.1106E+13	BONELESS SKINLESS - FRESH	tlawwi	43356	4/11/14
21	139	9/12/2018	TIA	30	3284017	402171	43343	180831FD14109	FORT SMITH DEBONE	Condemned	TRAILER	Condemned	B/S BRST BTRFLUES W/RIB MT, COMBO	-1750 CS		-2241.225	1.1106E+13	BONELESS SKINLESS - FRESH	tlawwi	43356	4/11/14
21	139	9/12/2018	TIA	30	3284017	402171	43343	180831FD14110	FORT SMITH DEBONE	Condemned	TRAILER	Condemned	B/S BRST BTRFLUES W/RIB MT, COMBO	-1750 CS		-2241.225	1.1106E+13	BONELESS SKINLESS - FRESH	tlawwi	43356	4/11/14
21	139	9/12/2018	TIA	30	3284017	402171	43343	180831FD14111	FORT SMITH DEBONE	Condemned	TRAILER	Condemned	B/S BRST BTRFLUES W/RIB MT, COMBO	-1750 CS		-2241.225	1.1106E+13	BONELESS SKINLESS - FRESH	tlawwi	43356	4/11/14
21	139	9/12/2018	TIA	30	3284017	402171	43343	180831FD14112	FORT SMITH DEBONE	Condemned	TRAILER	Condemned	B/S BRST BTRFLUES W/RIB MT, COMBO	-1750 CS		-2241.225	1.1106E+13	BONELESS SKINLESS - FRESH	tlawwi	43356	4/11/14
21	139	9/12/2018	TIA	30	3284017	402171	43343	180831FD14113	FORT SMITH DEBONE	Condemned	TRAILER	Condemned	B/S BRST BTRFLUES W/RIB MT, COMBO	-1750 CS		-2241.225	1.1106E+13	BONELESS SKINLESS - FRESH	tlawwi	43356	4/11/14
21	139	9/12/2018	TIA	30	3284017	402171	43343	180831FD14114	FORT SMITH DEBONE	Condemned	TRAILER	Condemned	B/S BRST BTRFLUES W/RIB MT, COMBO	-1750 CS		-2241.225	1.1106E+13	BONELESS SKINLESS - FRESH	tlawwi	43356	4/11/14
21	139	9/12/2018	TIA	30	3284017	402171	43343	180831FD14115	FORT SMITH DEBONE	Condemned	TRAILER	Condemned	B/S BRST BTRFLUES W/RIB MT, COMBO	-1750 CS		-2241.225	1.1106E+13	BONELESS SKINLESS - FRESH	tlawwi	43356	4/11/14
21	139	9/12/2018	TIA	30	3284017	402171	43343	180831FD14116	FORT SMITH DEBONE	Condemned	TRAILER	Condemned	B/S BRST BTRFLUES W/RIB MT, COMBO	-1750 CS		-2241.225	1.1106E+13	BONELESS SKINLESS - FRESH	tlawwi	43356	4/11/14
21	139	9/12/2018	TIA	30	3284017	402171	43343	180831FD14117	FORT SMITH DEBONE	Condemned	TRAILER	Condemned	B/S BRST BTRFLUES W/RIB MT, COMBO	-1750 CS		-2241.225	1.1106E+13	BONELESS SKINLESS - FRESH	tlawwi	43356	4/11/14
21	139	9/12/2018	TIA	30	3284017	402171	43343	180831FD14118	FORT SMITH DEBONE	Condemned	TRAILER	Condemned	B/S BRST BTRFLUES W/RIB MT, COMBO	-1750 CS		-2241.225	1.1106E+13	BONELESS SKINLESS - FRESH	tlawwi	43356	4/11/14
21	139	9/12/2018	TIA	30	3284017	402171	43343	180831FD14119	FORT SMITH DEBONE	Condemned	TRAILER	Condemned	B/S BRST BTRFLUES W/RIB MT, COMBO	-1750 CS		-2241.225	1.1106E+13	BONELESS SKINLESS - FRESH	tlawwi	43356	4/11/14
21	139	9/12/2018	TIA	30	3284017	402171	43343	180831FD14120	FORT SMITH DEBONE	Condemned	TRAILER	Condemned	B/S BRST BTRFLUES W/RIB MT, COMBO	-1750 CS		-2241.225	1.1106E+13	BONELESS SKINLESS - FRESH	tlawwi	43356	4/11/14
21	139	9/12/2018	TIA	30	3284017	402171	43343	180831FD14201	FORT SMITH DEBONE	Condemned	TRAILER	Condemned	B/S BRST BTRFLUES W/RIB MT, COMBO	-1750 CS		-2241.225	1.1106E+13	BONELESS SKINLESS - FRESH	tlawwi	43356	4/11/14
21	139	9/12/2018	TIA	30	3284017	402171	43343	180831FD14202	FORT SMITH DEBONE	Condemned	TRAILER	Condemned	B/S BRST BTRFLUES W/RIB MT, COMBO	-1750 CS		-2241.225	1.1106E+13	BONELESS SKINLESS - FRESH	tlawwi	43356	4/11/14
21	139	9/12/2018	TIA	30	3284017	402171	43343	180831FD14203	FORT SMITH DEBONE	Condemned	TRAILER	Condemned	B/S BRST BTRFLUES W/RIB MT, COMBO	-1750 CS		-2241.225	1.1106E+13	BONELESS SKINLESS - FRESH	tlawwi	43356	4/11/14
																-40750	-51548.175				

## City of Fort Smith Landfill

Transaction #	Net Lbs	Fee
2249947	23,240.00	\$ 436.15
2250004	17,460.00	\$ 327.69
	<u>40,700.00</u>	<u>\$ 763.84</u>

C02- Contar

CITY OF FORT S  
Regional Sanit  
5900 Commerce  
Fort Smith, AR

R E

TRANSACTION HU

I

DATE: 05/11

TIME: 11:11

GE ID: TO

VEH ID: 0X F

HAULER:

NOTES:

TRANS TYPE: 00

ORIGIN LOC: 00

TAX LOC: 00

MATERIAL: TRES

VOLUME:

LB

GROSS: 5

TARE: 3

NET: 2

ADEQ Fee

SCREENED Fee

MATERIAL RATE

MATERIAL FEE

SALES TAX

TOTAL DUE

2 - Cash

TOTAL TENDERED

CHANGE

CUSTOMER

SIGNATURE:

L1

C02- Contar

CITY OF FORT SMITH  
Regional Sanitary Landfill  
5900 Commerce Road  
Fort Smith, AR 72316

RECEIPT

TRANSACTION NUMBER: 2250004

IN OUT

DATE: 09/12/18 09/12/18

TIME: 13:15 13:15

OF ID: TO 40

VEN ID: OK FOODS

HANDLER:

NOTES:

TRANS TYPE: Commercial

ORIGIN LOC: FS - SCAY SMITH AR SER

TWO LOC: YS

MATERIAL: Trash - Trailer

VOLUME: 0

	LBS	Tons	Wt. Source
GROSS:	52300	26.12	5 CI
TARE:	34840	17.42	1 CI
NET:	17460	8.73	

ADRG Fee 521.53

SCROWD Fee 514.54

MATERIAL RATE: 530.00 per lb

MATERIAL FEE: 298.57

SALES TAX: 29.12

TOTAL DUE: 9327.59

2 - Cash 530.00

TOTAL TENDERED: 9327.59

CHANGE: 2.31

CUSTOMER

SIGNATURE:

LI *Disposed*

mination

LOAD #1

METH  
City Landfill  
Road  
72915

C E I P T

HEIR: 2249947

H CQP

2/15 09/12/16

7 11:17

YC

0005

material

- PORT SMITH AR SBK

h - Trailer

0

#	TONE	WT	SOURCE
4000	23.50	5	CR
5760	17.86	MAN	W3
3240	11.52		

\$23.05

\$19.75

h \$30.00 per in

h 397.40

h 36.75

h \$435.15

440.00

h \$435.15

h 3.88

Disposed At  
Ft. Smith, Landfill.

mination

LOAD #2

PC 2010

at Ft-Smith Landfill.

## Freight for Tony Downs Load

Route	Invoice	Freight
Fort Smith to Madelia, Mn		\$ 2,400.00
Madelia, Mn to Fort Smith		\$ 2,200.00
Detention at Tony Downs		\$ 350.00
		<b>\$ 4,950.00</b>



Remit To: (ple  
 Armstrong Tran  
 PO Box 745104  
 Atlanta, GA 303  
 P: 877-240-118  
 F: 704-784-303

**BILL TO:**  
 OK FOODS DB,  
 PO Box 1787  
 Fort Smith, AR, 72301

Stop	Loca
8/31/2018 Pick	OKI 420 War Fort 479
9/4/2018 Drop	Ton Shig 418 Mad
9/6/2018 Drop	OKI 420 War Fort 479

## Charges

Description
Line Haul - Flat Rate
Re-Delivery -
Layover -

If there are ar  
 amounts

**STRONG**  
PORT GROUP

(please note new address)

Transport Group, Inc.

0

374-5100

81

36

## Invoice

Date	Invoice #
9/17/2018	868547

Ref #	Terms	Due Date
1099915S	Net 30	

A OK TRANSPORTATION INC

72902

Station	Time	Weight	Items	Description
Foods - Debone 11 Reed Lane Warehouse 21 Smith, AR, 72904 784-1279	FCFS 24hrs M-F	40250.0lbs	23 Units (PO# 71232)	Must be pre-cooled with wash out recap
City Downs Foods Shipping Benzel Ave SW Jeffers, MN, 56062	1500			
Foods - Debone 11 Reed Lane Warehouse 21 Smith, AR, 72904 784-1279	ASAP	40250.0lbs	23 Units (PO# 71232)	

	Rate	Quantity	Total
	\$2,400.00	1.000	\$2,400.00
	\$2,200.00	1.000	\$2,200.00
	\$350.00	1.000	\$350.00
<b>Total</b>			\$4,950.00
Payments/Credits			\$0.00
<b>Balance Due</b>			\$4,950.00

All amounts expressed in U.S. dollars unless otherwise noted

any discrepancies with this invoice including missing paperwork, missing reference numbers, incorrect  
or if you received this invoice in error, please contact our AR department at: 877-240-1181 Ext. 1



三

80°C

00°C

60°C

44

F

Warehouse	Supplier	EnterDate	Manifest	ReasonCode	ProductionAdjustmentNo
21	139	9/18/2018	CONDEMNED	30	3292462
21	139	9/18/2018	CONDEMNED	30	3292462
21	139	9/18/2018	CONDEMNED	30	3292462
21	139	9/18/2018	CONDEMNED	30	3292462
21	139	9/18/2018	CONDEMNED	30	3292462
21	139	9/18/2018	CONDEMNED	30	3292462
21	139	9/18/2018	CONDEMNED	30	3292462
21	139	9/18/2018	CONDEMNED	30	3292462
21	139	9/18/2018	CONDEMNED	30	3292462

CO2 Issue in Reedlane			
From 08/30/2018 through 09/04/2018 (First Shift Only)			
Reedlane HOLD pounds			581,69
Muldrow HOLD pounds			142,47
OKC HOLD pounds			43,56
Original HOLD			767,72
Condemn pounds			57,50
	SKU 402171	BS Butterfly Bre	
	SKU 402943	Miscut Drum &	
	SKU 23063	Tender Pieces	
	SKU 119	Woody Breast	
	SKU 311	Slitter Breast	
Status 17 pounds			205,55
Released pounds			318,64
Inspected & released pounds			186,03

**OK Foods - Fresh Product Cost Sheet**

Fiscal Period:

Location: 1030 - Fort Smith Kill  
 Product: 402943 - MISCUT DRMT & MDJNTS, COMBO  
 Product: 24215 - Miscut Drum & Midjoint Wing  
 Hierarchy:  
 Routing: WNGDISJ - Wing Disjointing Dock

Cases	Production	Product Yield	Meat Lbs	Meat	YldMeat	Ing Cost	Pkg Cost	Oth Cost	Expe
33	57,750	100.00%	57,750	\$0.5800	\$0.5800	\$0.0000	\$0.0130	\$0.0000	\$0.0

**Ingredient Cost Summary**

ProdCode	Product Description	StdUsage	UnitCost	StdAmount	AdjAmount
0	STORE TOTAL	0	\$0.0000	\$0.00	\$0.00

**Packaging Cost Summary**

ProdCode	Product Description	StdUsage	UnitCost	StdAmount	AdjAmount
500554	TAPE FILAMENT 1/2" X 60 YDS RG-300.39 72 RLS/C	660.00	\$0.0042	\$2.75	\$2.6
500693	STRETCH FILM 385MM X 450M 4 RL/CA. (15.15" X 1	5,280.00	\$0.0043	\$22.60	\$21.3
500844	LABEL MSTR BLANK LASER 8.5X11	41.25	\$0.0616	\$2.54	\$2.4
502495	FORM CJ-210 OK RAW MATERIAL COOLER RECEIP	33.67	\$0.0879	\$2.96	\$2.8
500287	PAC 00 X 08 BLUE 2 1/4" 03 150	60.00	\$0.0000	\$0.00	\$0.00

508267	BAG 88 X 96 BLUE 3 MIL 8/459	88.00	\$2.6308	\$231.51	\$219.00
508556	BOX BULK BIN 40" HYBRID	34.74	\$15.2589	\$530.04	\$501.40
500052	PALLET WOOD B GRADE	0.00	\$0.0000	\$0.00	\$0.00
0	PACKAGING TOTALS	0.00	\$0.0000	\$792.41	\$749.60

**Other Cost Summary**

ProdCode	Product Description	StdUsage	UnitCost	StdAmount	AdjAmount
		0.00	\$0.0000	\$0.00	\$0.00

**Expense Summary Cost per Lb**

Department	Matl	DirLabor	IndLabor	Maint	Util	Oper	Other	Fix&G
WING DISJOINT	\$0.0000	\$0.0225	\$0.0014	\$0.0000	\$0.0000	\$0.0019	\$0.0000	\$0.0000
COOLER	\$0.0046	\$0.0034	\$0.0007	\$0.0000	\$0.0000	\$0.0003	\$0.0000	\$0.0000
TOTAL EXPENSES	\$0.0046	\$0.0259	\$0.0022	\$0.0000	\$0.0000	\$0.0022	\$0.0000	\$0.0000

**Expense Summary Amount**

Department	Matl	DirLabor	IndLabor	Maint	Util	Oper	Other	Fix&G
WING DISJOINT	\$0	\$1,299	\$83	\$0	\$0	\$109	\$0	
COOLER	\$265	\$196	\$41	\$0	\$0	\$16	\$0	
TOTAL EXPENSES	\$265	\$1,495	\$124	\$0	\$0	\$126	\$0	

4:27 PM

**Adjustment Listing 1**

08/30/2018 - 09/2

Warehouse Code: All

Product Code: All

Supplier: All

Manifest: All

Adj No	Manifest	Product Code	Date Produced	Location	Lot No	Item Status	Units
Receiving Warehouse: 21 - FORT SMITH DEBONE					Date Entered: 09/		
Reason Code: 30 - Condemned					Memo: conde		
3292462 CONDEMNED SSK:							
		119	09/01/2018	COOLER	180901FD14101	0	-2,053.0000
		119	09/04/2018	COOLER	180904FD14101	0	-1,014.0000
Total For Product: 119					-3,067.0000		
		402943	08/31/2018	COOLER	180831FD14203	0	-1.0000
		402943	08/31/2018	COOLER	180831FD14204	0	-1.0000
		402943	09/04/2018	COOLER	180904FD14101	0	-1.0000
		402943	09/04/2018	COOLER	180904FD14102	0	-1.0000
		402943	09/04/2018	COOLER	180904FD14103	0	-1.0000
		402943	09/04/2018	COOLER	180904FD14104	0	-1.0000
		402943	09/04/2018	COOLER	180904FD14105	0	-1.0000
Total For Product: 402943					-7.0000		
Total For Adjustment No: 3292462					-3,074.0000		
Total For Reason Code: 30					-3,074.0000		
Total For Enter Date: 09/18/2018					-3,074.0000		
Total For Shipping Warehouse: 139					-3,074.0000		
Total For Receiving Warehouse: 21					-3,074.0000		

06.00	
70.00	
50.00	
26.00	
06.00	
ast 40250	Tony Downs return
Midj 12250	3292462
254	only adjustment for this qty is to debone
3067	3292462
1685	could not find adjustment for this quantity
50.00	
40.00	
30.00	

wk 35  
wk 36

## 2018 9 \_ 35

Location: 1030 - Fort Smith Kill  
Product: 402943 - MISCUT DRMT & MDJNTS. COMBO  
Product: 24215 - Miscut Drum & Midjoint Wing  
Hierarchy:  
Routing: WNGDISJ - Wing Disjointing Dock

Case		Production	Product Yield	Meat Lbs	Meat	YldMeat	Ing Cost	Pkg
Case	Total Cost	32	56,000	100.00%	56,000	\$0.5800	\$0.5800	\$0.0000
0348	\$0.6278							
Ingredient Cost Summary								
ProdCode	Product Description	StdUsage	UnitCost	StdAn				
0	STORE TOTAL	0	\$0.0000					
Packaging Cost Summary								
ProdCode	Product Description	StdUsage	UnitCost	StdAn				
500554	TAPE FILAMENT 1/2" X 60 YDS RG-300 38 72 RLS/C	640.00	\$0.0042					
500693	STRETCH FILM 385MM X 450M 4 RL/CA. (15.15" X 1	5,120.00	\$0.0043					
500844	LABEL MSTR BLANK LASER 8.5X11	40.00	\$0.0616					
502495	FORM CJ-210 OK RAW MATERIAL COOLER RECEIP	32.65	\$0.0679					
509267	BAG 88 X 98 BLUE 3 MIL 87459	85.33	\$2.6308					
500554	TAPE FILAMENT 1/2" X 60 YDS RG-300 38 72 RLS/C	640.00	\$0.0042					

13	\$0.0038	508555	BOX BULK BIN 40" HYBRID	33.88	\$15.2589	\$5
5	\$0.0087	520052	PALLET WOOD B GRADE	0.00	\$0.0000	
10	\$0.0000	0	PACKAGING TOTALS	0.00	\$0.0000	\$7
17	\$0.0130					

**Other Cost Summary**

ProdCode	Product Description	StdUsage	UnitCost	StdAn
		0.00	\$0.0000	

**Expense Summary Cost per Lb**

Department	Matl	DirLabor	IndLabor	Maint	Util	Ope
WING DISJOINT	\$0.0000	\$0.0199	\$0.0016	\$0.0000	\$0.0000	\$0.0016
COOLER	\$0.0051	\$0.0028	\$0.0008	\$0.0000	\$0.0000	\$0.0008
TOTAL EXPENSES	\$0.0051	\$0.0227	\$0.0024	\$0.0000	\$0.0000	\$0.0014

**Expense Summary Amount**

Department	Matl	DirLabor	IndLabor	Maint	Util	Ope
WING DISJOINT	\$0	\$1,115	\$87	\$0	\$0	\$7
COOLER	\$288	\$159	\$47	\$0	\$0	\$1
TOTAL EXPENSES	\$288	\$1,274	\$134	\$0	\$0	\$8

t Cost/FinLb

0 \$0.0000

3en Total

000 \$0.0258

000 \$0.0090

000 \$0.0348

3en Total

\$0 \$1,492

\$0 \$519

\$0 \$2,010

With Cost

10/12/2018

Page 1

10/12/2018

Reason Code: All

Shift: All

System Code: 1 - Retail Sales

Vendor Lot No: All

	Pounds	Vendor Lot No	Cost	Account No
10/18/2018				
Unmanned				
0 LB	-2,053.00		-1,539.75	-1060-000-12275
0 LB	-1,014.00		-760.50	11-1060-000-12275
0	-3,067.00		-2,300.25	
0 CS	-1,750.00		-1,098.65	11-1060-000-12275
0 CS	-1,750.00		-1,098.65	11-1060-000-12275
0 CS	-1,750.00		-1,102.15	11-1060-000-12275
0 CS	-1,750.00		-1,102.15	11-1060-000-12275
0 CS	-1,750.00		-1,102.15	11-1060-000-12275
0 CS	-1,750.00		-1,102.15	11-1060-000-12275
0 CS	-1,750.00		-1,102.15	11-1060-000-12275
0	-12,250.00		-7,708.05	
0	-15,317.00		-10,008.30	
0	-15,317.00		-10,008.30	
0	-15,317.00		-10,008.30	
0	-15,317.00		-10,008.30	
0	-15,317.00		-10,008.30	

WarehouseDescription	ReasonDescription	WarehouseLocation	ItemStatus	Units
FORT SMITH DEBONE	Condemned	COOLER		0 -2,053.00
FORT SMITH DEBONE	Condemned	COOLER		0 -1,014.00
FORT SMITH DEBONE	Condemned	COOLER		0 -1
FORT SMITH DEBONE	Condemned	COOLER		0 -1
FORT SMITH DEBONE	Condemned	COOLER		0 -1
FORT SMITH DEBONE	Condemned	COOLER		0 -1
FORT SMITH DEBONE	Condemned	COOLER		0 -1
FORT SMITH DEBONE	Condemned	COOLER		0 -1
FORT SMITH DEBONE	Condemned	COOLER		0 -1

## 3C Cost

119	(3,067.00)	\$	0.7500	\$ (2,300.25)
402943	(3,500.00)	\$	0.6278	\$ (2,197.30)
402943	(8,750.00)	\$	0.6298	\$ (5,510.75)
	<b>(15,317.00)</b>			<b>\$ (10,008.30)</b>

Fiscal Period: 2018 9 - 36

Cost	Oth Cost	Expense	Total Cost
.0180	\$0.0000	\$0.0318	\$0.6298

Amount	AdjAmount	Cost/FinLb
\$0.00	\$0.00	\$0.0000

Amount	AdjAmount	Cost/FinLb
\$2.87	\$3.49	\$0.0001
\$21.86	\$28.62	\$0.0005
\$2.48	\$3.22	\$0.0001
\$2.87	\$3.76	\$0.0001
\$24.50	\$293.94	\$0.0052

**OK Foods - Fresh Product Cost Summary**

Location: 1030 - Fort Smith Kill  
Product: 119 - WOODY CHICKEN BREAST  
Product: 22251 - Breast Trim  
Hierarchy:  
Routing: BYPROD0 - By-Product Debone Internal

Cases	Production	Product Yield	Meat Lbs	
9,697	9,697	100.00%	9,697	\$0

**Ingredient Cost Summary**

ProdCode Product Description

0 STORE TOTAL

**Packaging Cost Summary**

ProdCode Product Description

0 PACKAGING TOTALS

**Other Cost Summary**

113.88	\$672.86	\$0.0120
\$0.00	\$0.00	\$0.0000
168.34	\$1,006.00	\$0.0180

Amount	AdjAmount	Cost/FinLb
\$0.00	\$0.00	\$0.0000

r	Other	Fix&Gen	Total
3	\$0.0000	\$0.0000	\$0.0228
2	\$0.0000	\$0.0000	\$0.0090
5	\$0.0000	\$0.0000	\$0.0318

r	Other	Fix&Gen	Total
5	\$0	\$0	\$1,277
1	\$0	\$0	\$504
3	\$0	\$0	\$1,781

#### Order Cost Summary

ProdCode	Product Description
----------	---------------------

#### Expense Summary Cost per Lb

Department	Matl	DirLabor	IndLabor
TOTAL EXPENSES	\$0.0000	\$0.0000	\$0.0000

#### Expense Summary Amount

Department	Matl	DirLabor	IndLabor
TOTAL EXPENSES	\$0	\$0	\$0

MemoDescription	ProductDescription	TransferNo	Pounds	UOMDescription
condemned	WOODY CHICKEN BREASTS	0	-2,053.00	LB
condemned	WOODY CHICKEN BREASTS	0	-1,014.00	LB
condemned	MISCUT DRMT & MDJNTS, COMBO	0	-1,750.00	CS
condemned	MISCUT DRMT & MDJNTS, COMBO	0	-1,750.00	CS
condemned	MISCUT DRMT & MDJNTS, COMBO	0	-1,750.00	CS
condemned	MISCUT DRMT & MDJNTS, COMBO	0	-1,750.00	CS
condemned	MISCUT DRMT & MDJNTS, COMBO	0	-1,750.00	CS
condemned	MISCUT DRMT & MDJNTS, COMBO	0	-1,750.00	CS
condemned	MISCUT DRMT & MDJNTS, COMBO	0	-1,750.00	CS

Sheet

Fiscal Period: 2018 9 - 35

TS

Meat	YldMeat	Ing Cost	Pkg Cost	Oth Cost	Expense	Total Cost
0.7500	\$0.7500	\$0.0000	\$0.0000	\$0.0000	\$0.0000	\$0.7500
StdUsage	UnitCost	StdAmount		AdjAmount		Cost/FinLb
0	\$0.0000	\$0.00		\$0.00		\$0.0000
StdUsage	UnitCost	StdAmount		AdjAmount		Cost/FinLb
0.00	\$0.0000	\$0.00		\$0.00		\$0.0000



StdUsage	UnitCost	StdAmount	AdjAmount	Cost/FinLb	
0.00	\$0.0000	\$0.00	\$0.00	\$0.0000	
Maint	Util	Oper	Other	Fix&Gen	Total
\$0.0000	\$0.0000	\$0.0000	\$0.0000	\$0.0000	\$0.0000
Maint	Util	Oper	Other	Fix&Gen	Total
\$0	\$0	\$0	\$0	\$0	\$0

[illegible]



[illegible][illegible]

**Muldrow Condemn Disposal**

<b>Vendor</b>	<b>Ticket #</b>	<b>Amount</b>	
MSG Waste and Refuse	228011	\$ 1,471.04	coded to claim
City of Sallisaw	213056	\$ 135.55	
City of Sallisaw	213038	\$ 158.80	
City of Fort Smith Landfille	2250347	\$ 195.97	
City of Sallisaw	213158	\$ 140.66	
City of Sallisaw	213171	\$ 147.64	
City of Sallisaw	213204	\$ 85.86	
<b>Total Disposal Muldrow</b>		<b>\$ 2,335.52</b>	

Warehouse	ProductCode	LotNo	DateProduced	ItemStatus	Units	CaseWeight
51	232154	180904MP01228	9/4/2018	3	48.0000	30.0000
51	232154	180904MP01205	9/4/2018	3	48.0000	30.0000
51	232154	180904MP01206	9/4/2018	3	48.0000	30.0000
51	232154	180904MP01227	9/4/2018	3	48.0000	30.0000
51	232154	180904MP01207	9/4/2018	3	48.0000	30.0000
51	232154	180904MP01247	9/4/2018	3	48.0000	30.0000
51	232154	180904MP01246	9/4/2018	3	48.0000	30.0000
74	232154	180904MP01237	9/4/2018	3	2.0000	30.0000
74	232154	180904MP01201	9/4/2018	3	48.0000	30.0000
74	232154	180904MP01202	9/4/2018	3	48.0000	30.0000
74	232154	180904MP01203	9/4/2018	3	48.0000	30.0000
74	232154	180904MP01204	9/4/2018	3	48.0000	30.0000
74	232154	180904MP01208	9/4/2018	3	48.0000	30.0000
74	232154	180904MP01209	9/4/2018	3	48.0000	30.0000
74	232154	180904MP01210	9/4/2018	3	48.0000	30.0000
74	232154	180904MP01211	9/4/2018	3	48.0000	30.0000
74	232154	180904MP01212	9/4/2018	3	48.0000	30.0000
74	232154	180904MP01213	9/4/2018	3	48.0000	30.0000
74	232154	180904MP01214	9/4/2018	3	48.0000	30.0000
74	232154	180904MP01215	9/4/2018	3	48.0000	30.0000
74	232154	180904MP01216	9/4/2018	3	48.0000	30.0000
74	232154	180904MP01217	9/4/2018	3	48.0000	30.0000
74	232154	180904MP01218	9/4/2018	3	48.0000	30.0000
74	232154	180904MP01219	9/4/2018	3	48.0000	30.0000
74	232154	180904MP01220	9/4/2018	3	48.0000	30.0000
74	232154	180904MP01221	9/4/2018	3	48.0000	30.0000
74	232154	180904MP01222	9/4/2018	3	48.0000	30.0000
74	232154	180904MP01223	9/4/2018	3	48.0000	30.0000
74	232154	180904MP01224	9/4/2018	3	48.0000	30.0000
74	232154	180904MP01225	9/4/2018	3	48.0000	30.0000
74	232154	180904MP01226	9/4/2018	3	48.0000	30.0000
74	232154	180904MP01229	9/4/2018	3	48.0000	30.0000
74	232154	180904MP01230	9/4/2018	3	48.0000	30.0000
74	232154	180904MP01231	9/4/2018	3	48.0000	30.0000
74	232154	180904MP01232	9/4/2018	3	48.0000	30.0000
74	232154	180904MP01233	9/4/2018	3	48.0000	30.0000
74	232154	180904MP01234	9/4/2018	3	48.0000	30.0000
74	232154	180904MP01235	9/4/2018	3	48.0000	30.0000
74	232154	180904MP01236	9/4/2018	3	48.0000	30.0000
74	232154	180904MP01237	9/4/2018	3	46.0000	30.0000
74	232154	180904MP01238	9/4/2018	3	48.0000	30.0000
74	232154	180904MP01239	9/4/2018	3	48.0000	30.0000
74	232154	180904MP01240	9/4/2018	3	48.0000	30.0000
74	232154	180904MP01241	9/4/2018	3	48.0000	30.0000
74	232154	180904MP01242	9/4/2018	3	48.0000	30.0000
74	232154	180904MP01243	9/4/2018	3	48.0000	30.0000

74 232154	180904MP01244	9/4/2018	3	48.0000	30.0000
74 232154	180904MP01245	9/4/2018	3	48.0000	30.0000
74 232154	180904MP01248	9/4/2018	3	48.0000	30.0000
74 232154	180904MP01249	9/4/2018	3	48.0000	30.0000
74 232154	180904MP01250	9/4/2018	3	48.0000	30.0000
74 232154	180904MP01251	9/4/2018	3	48.0000	30.0000
74 232154	180904MP01252	9/4/2018	3	48.0000	30.0000
74 232154	180904MP01253	9/4/2018	3	48.0000	30.0000
74 232154	180904MP01254	9/4/2018	3	48.0000	30.0000
74 232154	180904MP01255	9/4/2018	3	48.0000	30.0000
74 232154	180904MP01256	9/4/2018	3	48.0000	30.0000
74 232154	180904MP01257	9/4/2018	3	48.0000	30.0000
74 232154	180904MP01258	9/4/2018	3	48.0000	30.0000
74 232154	180904MP01259	9/4/2018	3	48.0000	30.0000
74 232154	180904MP01260	9/4/2018	3	48.0000	30.0000
74 232154	180904MP01261	9/4/2018	3	48.0000	30.0000
74 232154	180904MP01262	9/4/2018	3	48.0000	30.0000
74 232154	180904MP01263	9/4/2018	3	48.0000	30.0000
74 232154	180904MP01264	9/4/2018	3	48.0000	30.0000
74 232154	180904MP01265	9/4/2018	3	48.0000	30.0000
74 232154	180904MP01266	9/4/2018	3	48.0000	30.0000
74 232154	180904MP01267	9/4/2018	3	48.0000	30.0000
74 232154	180904MP01268	9/4/2018	3	32.0000	30.0000
				3,248	232154
74 232501	180904MP02201	9/4/2018	3	49.0000	30.0000
74 232501	180904MP02202	9/4/2018	3	49.0000	30.0000
74 232501	180904MP02203	9/4/2018	3	49.0000	30.0000
74 232501	180904MP02204	9/4/2018	3	49.0000	30.0000
74 232501	180904MP02205	9/4/2018	3	49.0000	30.0000
74 232501	180904MP02206	9/4/2018	3	49.0000	30.0000
74 232501	180904MP02207	9/4/2018	3	49.0000	30.0000
74 232501	180904MP02208	9/4/2018	3	49.0000	30.0000
74 232501	180904MP02209	9/4/2018	3	49.0000	30.0000
74 232501	180904MP02210	9/4/2018	3	49.0000	30.0000
74 232501	180904MP02211	9/4/2018	3	49.0000	30.0000
74 232501	180904MP02212	9/4/2018	3	49.0000	30.0000
74 232501	180904MP02213	9/4/2018	3	49.0000	30.0000
74 232501	180904MP02214	9/4/2018	3	49.0000	30.0000
74 232501	180904MP02215	9/4/2018	3	49.0000	30.0000
74 232501	180904MP02216	9/4/2018	3	49.0000	30.0000
74 232501	180904MP02217	9/4/2018	3	49.0000	30.0000
74 232501	180904MP02218	9/4/2018	3	49.0000	30.0000
74 232501	180904MP02219	9/4/2018	3	49.0000	30.0000
74 232501	180904MP02220	9/4/2018	3	49.0000	30.0000
74 232501	180904MP02221	9/4/2018	3	49.0000	30.0000
74 232501	180904MP02222	9/4/2018	3	49.0000	30.0000

74 232501	180904MP02223	9/4/2018	3	49.0000	30.0000
74 232501	180904MP02224	9/4/2018	3	49.0000	30.0000
74 232501	180904MP02225	9/4/2018	3	49.0000	30.0000
74 232501	180904MP02226	9/4/2018	3	49.0000	30.0000
74 232501	180904MP02227	9/4/2018	3	49.0000	30.0000
74 232501	180904MP02228	9/4/2018	3	49.0000	30.0000
74 232501	180904MP02229	9/4/2018	3	49.0000	30.0000
74 232501	180904MP02230	9/4/2018	3	49.0000	30.0000
74 232501	180904MP02231	9/4/2018	3	31.0000	30.0000

1,501	232501
-------	--------

Total



[illegible]

[illegible]

97,440

\$ 150,574.03

[illegible]

1,470 X	12/4/2019	1.6358	\$	2,404.63
1,470 X	12/4/2019	1.6358	\$	2,404.63
1,470 X	12/4/2019	1.6358	\$	2,404.63
1,470 X	12/4/2019	1.6358	\$	2,404.63
1,470 X	12/4/2019	1.6358	\$	2,404.63
1,470 X	12/4/2019	1.6358	\$	2,404.63
1,470 X	12/4/2019	1.6358	\$	2,404.63
1,470 X	12/4/2019	1.6358	\$	2,404.63
930 X	12/4/2019	1.6358	\$	1,521.29

45,030
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142,470.00
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\$ 73,660.07
--------------

\$ 224,234.11
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Warehouse	ProductCode	LotNo	DateProduced	ItemStatus	Units	CaseWeight
253	146323	180904OP02235	9/4/2018	3	30.0000	40.0000
253	146323	180904OP02236	9/4/2018	3	30.0000	40.0000
253	146323	180904OP02237	9/4/2018	3	9.0000	40.0000
255	146323	180904OP02201	9/4/2018	3	30.0000	40.0000
255	146323	180904OP02202	9/4/2018	3	30.0000	40.0000
255	146323	180904OP02203	9/4/2018	3	30.0000	40.0000
255	146323	180904OP02204	9/4/2018	3	30.0000	40.0000
255	146323	180904OP02205	9/4/2018	3	30.0000	40.0000
255	146323	180904OP02206	9/4/2018	3	30.0000	40.0000
255	146323	180904OP02207	9/4/2018	3	30.0000	40.0000
255	146323	180904OP02208	9/4/2018	3	30.0000	40.0000
255	146323	180904OP02209	9/4/2018	3	30.0000	40.0000
255	146323	180904OP02210	9/4/2018	3	30.0000	40.0000
255	146323	180904OP02211	9/4/2018	3	30.0000	40.0000
255	146323	180904OP02212	9/4/2018	3	30.0000	40.0000
255	146323	180904OP02213	9/4/2018	3	30.0000	40.0000
255	146323	180904OP02214	9/4/2018	3	30.0000	40.0000
255	146323	180904OP02215	9/4/2018	3	30.0000	40.0000
255	146323	180904OP02216	9/4/2018	3	30.0000	40.0000
255	146323	180904OP02217	9/4/2018	3	30.0000	40.0000
255	146323	180904OP02218	9/4/2018	3	30.0000	40.0000
255	146323	180904OP02219	9/4/2018	3	30.0000	40.0000
255	146323	180904OP02220	9/4/2018	3	30.0000	40.0000
255	146323	180904OP02221	9/4/2018	3	30.0000	40.0000
255	146323	180904OP02222	9/4/2018	3	30.0000	40.0000
255	146323	180904OP02223	9/4/2018	3	30.0000	40.0000
255	146323	180904OP02224	9/4/2018	3	30.0000	40.0000
255	146323	180904OP02225	9/4/2018	3	30.0000	40.0000
255	146323	180904OP02226	9/4/2018	3	30.0000	40.0000
255	146323	180904OP02227	9/4/2018	3	30.0000	40.0000
255	146323	180904OP02228	9/4/2018	3	30.0000	40.0000
255	146323	180904OP02229	9/4/2018	3	30.0000	40.0000
255	146323	180904OP02230	9/4/2018	3	30.0000	40.0000
255	146323	180904OP02231	9/4/2018	3	30.0000	40.0000
255	146323	180904OP02232	9/4/2018	3	30.0000	40.0000
255	146323	180904OP02233	9/4/2018	3	30.0000	40.0000
255	146323	180904OP02234	9/4/2018	3	30.0000	40.0000

1,089

[illegible]

43,560

\$ 97,378.38

Invoice No. 1108930

REMIT TO:

O. K. FOODS, INC.  
P.O. BOX 1787  
FORT SMITH, AR  
72902-1787

C02 related expense



TONY DOWNS FOODS COMPANY, INC.  
418 BENZEL AVENUE  
MADELIA, MN 56062

SHIP TO

TONY DOWNS FOODS CO.  
418 BENZEL AVENUE  
MADELIA, MN 56081

DATE SHIPPED 11/02/2018	BILL TO ACCOUNT# 101509	TERMS NET 10 Days	DUE DATE 11/12/2018	SHIP TO ACCOUNT# 100085	
OUR ORDER 1108930	CUSTOMER P.O.# 71201	B/L NUMBER 1108930		INVOICE DATE 11/02/2018	
CODE	DESCRIPTION	CASES	WEIGHT	PRICE	AMOUNT
402456	31823 BNLS BRST MT CHNKS, CMB	0	0.00	0.00	

Please send correspondence to [customerclaims@okfoods.com](mailto:customerclaims@okfoods.com)

Product of USA

TOTALS	0	0.00	-\$35,
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(800) 643-2506 or (479) 783-4186

PLEASE PAY FROM THIS INVOICE

THANK YOU

## TONY DOWNS FOODS CO, INC

54934 210TH LANE

MANKATO, MN 56001

507-387-3663

IS  
company

B 11173  
 I  
 L OK FOODS INC  
 L PO BOX 1787  
 T FORT SMITH, AR 72902-1787  
 O

Ship Date	Order No.	Sc
09/07/2018	100353	

Product Number	Product Description
560	INSPECTED CHUNK
	Cust P.O. # 71231
7450	MAR CHUNK 9450, 9451
	Cust P.O. # 71231
7465	MAR CHUNK 9741
	Cust P.O. # 71231
SUR-LABOR	LABOR
	Cust P.O. # 71231

Tc

35,438.35

,438.35

**Invoice**

Invoice Number 100628

PLEASE PAY FROM THIS  
INVOICE

Please Remit To: TONY DOWNS FOODS CO, INC  
Bin 043  
Milwaukee, WI 53288-0043

S 11173  
H  
I OK FOODS INC  
P PO BOX 1787  
T FORT SMITH, AR 72902-1787  
O

Order Date	Cust P.O. No.	PO Release Num.
09/07/2018	71231	

Pack	Shipped Qty	Ordered UOM	Billing Units	Billing Price	Billing UOM	Amount
	24250	LB	24,250.00	\$0.7992 LB		\$19,380.60
	11624	LB	11,624.00	\$0.6921 LB		\$8,044.97
	11215	LB	11,215.00	\$0.6741 LB		\$7,560.03
	1	LB	1.00	\$452.7500 LB		\$452.75

Total Net Weight: 47,090.00

Allowances:

Invoice Total: \$35,438.35

Due Date	Pay This Amount
09/17/2018	
Terms	

NET 10



Warehouse	WarehouseName	ProductCode	ProductName	CaseWeight	WT
2	ARKANSAS REFRIGERATED SERVICES	330032	TENDER PIECES	40.0000	wt
2	ARKANSAS REFRIGERATED SERVICES	330033	TENDER PIECES	40.0000	wt

WarehouseLocation	LotNo	DateProduced	ItemStatus	Units	UnitsAvailable
X	180901FD	9/1/2018		17 431.0000	431.0000
X	180901FD	9/1/2018		17 57.0000	57.0000

**OK Foods - Fresh Product Cost Sheet**

Fiscal Per

Location: 1030 - Fort Smith Kill  
 Product: 330032 - TENDER PIECES  
 Product 23222 - Tender Clippings/Trim  
 Hierarchy:  
 Routing: BYPROD0 - By-Product Debone Blast

Cases	Production	Product Yield	Meat Lbs	Meat	YldMeat	Ing Cost	Pkg Cost	Oth Cost
833	33,320	100.00%	33,320	\$0.6500	\$0.6500	\$0.0000	\$0.0352	\$0.0000

**Ingredient Cost Summary**

ProdCode	Product Description	StdUsage	UnitCost	StdAmount	Adj
0	STORE TOTAL	0	\$0.0000	\$0.00	

**Packaging Cost Summary**

ProdCode	Product Description	StdUsage	UnitCost	StdAmount	Adj
500824	STRETCH MACHINE WRAP 20" X 5000' 75 GA 1-2-19	4,998.00	\$0.0085	\$42.48	
502495	FORM CJ-210 OK RAW MATERIAL COOLER RECEIP	17.00	\$0.0879	\$1.49	
502496	FORM PRODUCTION TICKET PRENUMBERED 4PA	22.22	\$0.0965	\$2.14	
505702	STRAPPING CLEAR 3/8" HB812C/2X1738	7,067.35	\$0.0040	\$27.92	
506152	PALLET #1 WOOD A GRADE	0.00	\$0.0000	\$0.00	
507868	BOX BODY 5" 20KG GB EB20-5M	876.84	\$0.4821	\$422.75	
508342	BOX 40 X 48 PAD FIBERBOARD	17.53	\$0.6306	\$11.06	
508365	BOX LID 5" GLUED LID NON PRINTED	876.84	\$0.4633	\$406.26	
509554	BAG 40 X 30 CVP CLEAR 3 MIL	925.55	\$0.3198	\$295.99	
509614	LABEL MSTR 8.5 X 4 BLANK 500/ROLL 8"DIAMETER	1,041.25	\$0.0275	\$28.66	
0	PACKAGING TOTALS	0.00	\$0.0000	\$1,238.75	\$1

**Other Cost Summary**

ProdCode	Product Description	StdUsage	UnitCost	StdAmount	Adj
		0.00	\$0.0000	\$0.00	

**Expense Summary Cost per Lb**

Department	Matl	DirLabor	IndLabor	Maint	Util	Oper	Other
COOLER	\$0.0046	\$0.0034	\$0.0007	\$0.0000	\$0.0000	\$0.0003	\$0.0000
BLASTING ALLOCATION	\$0.0000	\$0.0000	\$0.0000	\$0.0000	\$0.0000	\$0.0211	\$0.0000
INTOWN TRUCKING ALLOCATION	\$0.0000	\$0.0000	\$0.0000	\$0.0000	\$0.0000	\$0.0214	\$0.0000
DISTRIBUTION ALLOCATION	\$0.0000	\$0.0000	\$0.0000	\$0.0000	\$0.0000	\$0.0000	\$0.0000
TOTAL EXPENSES	\$0.0046	\$0.0034	\$0.0007	\$0.0000	\$0.0000	\$0.0428	\$0.0000

**Expense Summary Amount**

Department	Matl	DirLabor	IndLabor	Maint	Util	Oper	Other
COOLER	\$153	\$113	\$24	\$0	\$0	\$10	\$0
BLASTING ALLOCATION	\$0	\$0	\$0	\$0	\$0	\$705	\$0
INTOWN TRUCKING ALLOCATION	\$0	\$0	\$0	\$0	\$0	\$714	\$0
DISTRIBUTION ALLOCATION	\$0	\$0	\$0	\$0	\$0	\$0	\$0
TOTAL EXPENSES	\$153	\$113	\$24	\$0	\$0	\$1,428	\$0

AvailablePounds	ItemStatusName	ProductGroupName	DateItemStatusChange	UOMDescription
17,240.00 OKC		TRIM MEAT - FROZEN		CS
2,280.00 OKC		TRIM MEAT - FROZEN		CS

Period: 2018 9 - 35

### OK Foods - Fresh Product Cost Sheet

File

Location: 1030 - Fort Smith Kill  
 Product: 330033 - TENDER PIECES  
 Product: 23222 - Tender Clippings/Trim  
 Hierarchy:  
 Routing: BYPROD0 - By-Product Debone Blast

Expense	Total Cost
\$0.0516	\$0.7367

Amount	Cost/FinLb
\$0.00	\$0.0000

Amount	Cost/FinLb
\$40.19	\$0.0012
\$1.41	\$0.0000
\$2.03	\$0.0001
\$28.41	\$0.0008
\$0.00	\$0.0000
\$399.95	\$0.0120
\$10.46	\$0.0003
\$384.34	\$0.0115
\$280.03	\$0.0084
\$27.11	\$0.0008
\$1,171.93	\$0.0352

Amount	Cost/FinLb
\$0.00	\$0.0000

Fix&Gen	Total
\$0.0000	\$0.0020
\$0.0000	\$0.0211
\$0.0000	\$0.0214
\$0.0000	\$0.0000
\$0.0000	\$0.0516

Fix&Gen	Total
\$0	\$299
\$0	\$705
\$0	\$714
\$0	\$0
\$0	\$1,718

Cases	Production	Product Yield	Meat Lbs	Meat	YldMeat	Ing Cost	Pkg Cost	0
90	3,600	100.00%	3,600	\$0.6500	\$0.6500	\$0.0000	\$0.0352	

#### Ingredient Cost Summary

ProdCode	Product Description	StdUsage	UnitCost	StdAmount
0	STORE TOTAL	0	\$0.0000	\$0.00

#### Packaging Cost Summary

ProdCode	Product Description	StdUsage	UnitCost	StdAmount
500694	STRETCH MACHINE WRAP 20" X 5000' 75 GA 1-2-19	540.00	\$0.0085	\$4.59
502495	FORM CJ-210 OK RAW MATERIAL COOLER RECEIP	1.84	\$0.0879	\$0.16
502496	FORM PRODUCTION TICKET PRENUMBERED 4PA	2.40	\$0.0965	\$0.23
505702	STRAPPING CLEAR 3/8" HB812C/2X1738	763.58	\$0.0040	\$3.02
506152	PALLET #1 WOOD A GRADE	0.00	\$0.0000	\$0.00
507988	BOX BODY 5" 20KG GB EB20-5M	94.74	\$0.4821	\$45.68
508342	BOX 40 X 48 PAD FIBERBOARD	1.89	\$0.6306	\$1.19
508365	BOX LID 5" GLUED LID NON PRINTED	94.74	\$0.4833	\$43.89
509554	BAG 40 X 30 CVP CLEAR 3 MIL	100.00	\$0.3188	\$31.88
509614	LABEL MSTR 8.5 X 4 BLANK 500/ROLL 8" DIAMETER	112.50	\$0.0275	\$3.10
0	PACKAGING TOTALS	0.00	\$0.0000	\$133.84

#### Other Cost Summary

ProdCode	Product Description	StdUsage	UnitCost	StdAmount
		0.00	\$0.0000	\$0.00

#### Expense Summary Cost per Lb

Department	Matl	DirLabor	IndLabor	Maint	Util	Oper	0
COOLER	\$0.0048	\$0.0034	\$0.0007	\$0.0000	\$0.0000	\$0.0003	\$0.
BLASTING ALLOCATION	\$0.0000	\$0.0000	\$0.0000	\$0.0000	\$0.0000	\$0.0211	\$0.
INTOWN TRUCKING ALLOCATION	\$0.0000	\$0.0000	\$0.0000	\$0.0000	\$0.0000	\$0.0214	\$0.
DISTRIBUTION ALLOCATION	\$0.0000	\$0.0000	\$0.0000	\$0.0000	\$0.0000	\$0.0000	\$0.
TOTAL EXPENSES	\$0.0048	\$0.0034	\$0.0007	\$0.0000	\$0.0000	\$0.0429	\$0.

#### Expense Summary Amount

Department	Matl	DirLabor	IndLabor	Maint	Util	Oper	0
COOLER	\$17	\$12	\$3	\$0	\$0	\$1	
BLASTING ALLOCATION	\$0	\$0	\$0	\$0	\$0	\$76	
INTOWN TRUCKING ALLOCATION	\$0	\$0	\$0	\$0	\$0	\$77	
DISTRIBUTION ALLOCATION	\$0	\$0	\$0	\$0	\$0	\$0	
TOTAL EXPENSES	\$17	\$12	\$3	\$0	\$0	\$154	

HoldFlag	Cost	ProductionWeek	ProductionYear	KillDate	ProductGroup	Description
Y	0.7367	35	2018		43	Other Commodity
Y	0.7367	35	2018		43	Other Commodity

scal Period: 2018 9 - 35

Adj Cost	Expense	Total Cost
\$0.0000	\$0.0516	\$0.7387

AdjAmount	Cost/FinLb
\$0.00	\$0.0000

AdjAmount	Cost/FinLb
\$4.34	\$0.0012
\$0.15	\$0.0000
\$0.22	\$0.0001
\$2.85	\$0.0008
\$0.00	\$0.0000
\$43.21	\$0.0120
\$1.13	\$0.0003
\$41.53	\$0.0115
\$30.25	\$0.0084
\$2.93	\$0.0008
\$126.82	\$0.0352

AdjAmount	Cost/FinLb
\$0.00	\$0.0000

Other	Fix&Gen	Total
.0000	\$0.0000	\$0.0000
.0000	\$0.0000	\$0.0211
.0000	\$0.0000	\$0.0214
.0000	\$0.0000	\$0.0000
.0000	\$0.0000	\$0.0516

Other	Fix&Gen	Total
\$0	\$0	\$32
\$0	\$0	\$76
\$0	\$0	\$77
\$0	\$0	\$0
\$0	\$0	\$186

ProductCategory	Disposition	Comments	ExpirationDate	FinishedGoodsFlag
11				N
11				N

## CO2 Issue Finished Product info

<u>SKU</u>	<u>SKU Description</u>	<u>Production Date</u>	<u>Case count</u>	<u>Combo Count</u>		
232154	Tenderbird IQF Wings	9/4/2018	3248	-		
232501	Tenderbird IQF Tenderloins	9/4/2018	1501	-		
146323	Pizza Hut FC Wing Sections	9/4/2018	1089	-		
402171	B/S Brst Butterfly with Rib Meat	8/31/2018	-	23	1,750.00	40,250.00
330032	Tender Pieces	9/1/2018	431	-	40.00	17,240.00
		9/4/2018	113	-	40.00	4,520.00
		9/5/2018	506	-	40.00	20,240.00
330033	Tender Pieces	9/1/2018	57	-	40.00	2,280.00
		9/4/2018	40	-	40.00	1,600.00
402456	B/S Brst Meat Chunks	9/5/2018	-	19	2,000.00	38,000.00
402536	B/S Brst Trim, Scanned	9/5/2018	-	7	2,000.00	14,000.00
402943	Miscut Drummette&Mid Joints	8/31/2018	-	2	1,750.00	3,500.00
		9/4/2018	-	7	1,750.00	12,250.00
		9/5/2018	-	5	1,750.00	8,750.00
						122,380.00

week

\$ 1.2807	\$ 51,548.18	35	\$ 51,548.18	1750 Included in 1.0 Twin Rivers return
\$ 0.7367	\$ 12,700.71	35		40 IN STATUS 17
\$ 0.7481	\$ 3,381.41	36		UNKNOWN
\$ 0.7481	\$ 15,141.54	36	\$ 31,223.66	UNKNOWN
\$ 0.7367	\$ 1,679.68	35		40 IN STATUS 17
\$ 0.7481	\$ 1,196.96	36	\$ 2,876.64	
\$ 0.7721	\$ 29,339.80	36	\$ 29,339.80	2000 UNKNOWN
\$ 0.7741	\$ 10,837.40	36	\$ 10,837.40	2000 UNKNOWN
\$ 0.6278	\$ 2,197.30	35		1750 3500 CONDEMNED
\$ 0.6298	\$ 7,715.05	36		8750 CONDEMNED
\$ 0.6298	\$ 5,510.75	36	\$ 15,423.10	UNKNOWN
	\$ 89,700.60		\$ 89,700.60	





## **EXHIBIT A-5**

## **Dodrill, Christopher (ASSOC-DAL-LT)**

---

**From:** Rick J. Jackson <rickj.jackson@aes.com>  
**Sent:** Monday, December 3, 2018 2:02 PM  
**To:** Stark, Bill (Shld-Dal-LT); Bryan.Burns@okfoods.com  
**Cc:** Lee Morris; Joseph Strines; LaVigne, Christopher M. (Shld-Dal-LT); Flanagan, Sue (Secy-Dal-LT); Dodrill, Christopher (ASSOC-DAL-LT)  
**Subject:** RE: Inspection

Sounds good. We will be there.

---

**From:** starkb@gtlaw.com <starkb@gtlaw.com>  
**Sent:** Monday, December 03, 2018 1:57 PM  
**To:** Bryan.Burns@okfoods.com; Rick J. Jackson <rickj.jackson@aes.com>  
**Cc:** Lee Morris <lee.morris@aes.com>; rick.jackson@aes.com; Joseph Strines <joseph.strines@aes.com>; LaVigneC@gtlaw.com; flanagan@gtlaw.com; dodrillc@gtlaw.com  
**Subject:** RE: Inspection

**USE CAUTION: External Sender**

Let's plan on a 9am start tomorrow.

Thanks.

**Bill Stark**  
Shareholder

Greenberg Traurig, LLP  
2200 Ross Avenue, Suite 5200 | Dallas, TX 75201  
T +1 214.665.3735 | F +1 214.665.5903  
[starkb@gtlaw.com](mailto:starkb@gtlaw.com) | [www.gtlaw.com](http://www.gtlaw.com) | [View GT Biography](#)



*Celebrating 15 Years in Dallas*

---

**From:** Burns, Bryan [mailto:Bryan.Burns@okfoods.com]  
**Sent:** Friday, November 30, 2018 4:51 PM  
**To:** Stark, Bill (Shld-Dal-LT) <starkb@gtlaw.com>; rickj.jackson@aes.com  
**Cc:** lee.morris@aes.com; rick.jackson@aes.com; joseph.strines@aes.com; LaVigne, Christopher M. (Shld-Dal-LT) <LaVigneC@gtlaw.com>; Flanagan, Sue (Secy-Dal-LT) <flanagan@gtlaw.com>; Dodrill, Christopher (ASSOC-DAL-LT) <dodrillc@gtlaw.com>  
**Subject:** RE: Inspection

The address is:

ARKANSAS REFRIGERATED SERVICES      24 -25 NORTH "D" STREET

Anytime after 9:00 am is fine for a start, just let us know.

There will be a very limited number and sizes of coats available.

**BRYAN BURNS**

(479)784-1177

---

**From:** [starkb@gtlaw.com](mailto:starkb@gtlaw.com) <[starkb@gtlaw.com](mailto:starkb@gtlaw.com)>

**Sent:** Friday, November 30, 2018 1:20 PM

**To:** Burns, Bryan <[Bryan.Burns@okfoods.com](mailto:Bryan.Burns@okfoods.com)>; [rickj.jackson@aes.com](mailto:rickj.jackson@aes.com)

**Cc:** [lee.morris@aes.com](mailto:lee.morris@aes.com); [rick.jackson@aes.com](mailto:rick.jackson@aes.com); [joseph.strines@aes.com](mailto:joseph.strines@aes.com); [LaVigneC@gtlaw.com](mailto:LaVigneC@gtlaw.com); [flanagans@gtlaw.com](mailto:flanagans@gtlaw.com); [dodrillc@gtlaw.com](mailto:dodrillc@gtlaw.com)

**Subject:** RE: Inspection

Thanks. Can you send us the address, please?

We will have two people from our side.

**Bill Stark**

Shareholder

Greenberg Traurig, LLP

2200 Ross Avenue, Suite 5200 | Dallas, TX 75201

T +1 214.665.3735 | F +1 214.665.5903

[starkb@gtlaw.com](mailto:starkb@gtlaw.com) | [www.gtlaw.com](http://www.gtlaw.com) | [View GT Biography](#)



---

*Celebrating 15 Years in Dallas*

**From:** Burns, Bryan [<mailto:Bryan.Burns@okfoods.com>]

**Sent:** Friday, November 30, 2018 1:19 PM

**To:** Stark, Bill (Shld-Dal-LT) <[starkb@gtlaw.com](mailto:starkb@gtlaw.com)>; [rickj.jackson@aes.com](mailto:rickj.jackson@aes.com)

**Cc:** [lee.morris@aes.com](mailto:lee.morris@aes.com); [rick.jackson@aes.com](mailto:rick.jackson@aes.com); [joseph.strines@aes.com](mailto:joseph.strines@aes.com); LaVigne, Christopher M. (Shld-Dal-LT) <[LaVigneC@gtlaw.com](mailto:LaVigneC@gtlaw.com)>; Flanagan, Sue (Secy-Dal-LT) <[flanagans@gtlaw.com](mailto:flanagans@gtlaw.com)>; Dodrill, Christopher (ASSOC-DAL-LT) <[dodrillc@gtlaw.com](mailto:dodrillc@gtlaw.com)>

**Subject:** RE: Inspection

I'm trying to pin down the time, but I would plan on an 8 or 9 am start. I would dress comfortably. The freezer is very cold. I am trying to confirm whether the facility will have enough overcoats.

How many individuals should they expect?

**BRYAN BURNS**

(479)784-1177

---

**From:** [starkb@gtlaw.com](mailto:starkb@gtlaw.com) <[starkb@gtlaw.com](mailto:starkb@gtlaw.com)>

**Sent:** Thursday, November 29, 2018 2:25 PM

**To:** Burns, Bryan <[Bryan.Burns@okfoods.com](mailto:Bryan.Burns@okfoods.com)>; [rickj.jackson@aes.com](mailto:rickj.jackson@aes.com)

**Cc:** [lee.morris@aes.com](mailto:lee.morris@aes.com); [rick.jackson@aes.com](mailto:rick.jackson@aes.com); [joseph.strines@aes.com](mailto:joseph.strines@aes.com); [LaVigneC@gtlaw.com](mailto:LaVigneC@gtlaw.com); [flanagans@gtlaw.com](mailto:flanagans@gtlaw.com); [dodrillc@gtlaw.com](mailto:dodrillc@gtlaw.com)

**Subject:** RE: Inspection

Bryan,

In advance of next week's inspection, please provide us with the address of the facility and the start time on December 4, 2018. Additionally, any information/suggestions you can provide regarding appropriate attire, etc. would be greatly appreciated.

Thanks,  
Bill

**Bill Stark**  
Shareholder

Greenberg Traurig, LLP  
2200 Ross Avenue, Suite 5200 | Dallas, TX 75201  
T +1 214.665.3735 | F +1 214.665.5903  
[starkb@gtlaw.com](mailto:starkb@gtlaw.com) | [www.gtlaw.com](http://www.gtlaw.com) | [View GT Biography](#)



---

*Celebrating 15 Years in Dallas*

**From:** Burns, Bryan [<mailto:Bryan.Burns@okfoods.com>]  
**Sent:** Friday, November 16, 2018 2:01 PM  
**To:** Stark, Bill (Shld-Dal-LT) <[starkb@gtlaw.com](mailto:starkb@gtlaw.com)>; [rickj.jackson@aes.com](mailto:rickj.jackson@aes.com)  
**Cc:** [lee.morris@aes.com](mailto:lee.morris@aes.com); [rick.jackson@aes.com](mailto:rick.jackson@aes.com); [joseph.strines@aes.com](mailto:joseph.strines@aes.com); LaVigne, Christopher M. (Shld-Dal-LT) <[LaVigneC@gtlaw.com](mailto:LaVigneC@gtlaw.com)>; Flanagan, Sue (Secy-Dal-LT) <[flanagans@gtlaw.com](mailto:flanagans@gtlaw.com)>; Dodrill, Christopher (LCJD-DAL-LT) <[dodrillc@gtlaw.com](mailto:dodrillc@gtlaw.com)>  
**Subject:** RE: Inspection

Yes, that works.

**BRYAN BURNS**  
(479)784-1177

---

**From:** [starkb@gtlaw.com](mailto:starkb@gtlaw.com) <[starkb@gtlaw.com](mailto:starkb@gtlaw.com)>  
**Sent:** Thursday, November 15, 2018 2:26 PM  
**To:** [rickj.jackson@aes.com](mailto:rickj.jackson@aes.com); Burns, Bryan <[Bryan.Burns@okfoods.com](mailto:Bryan.Burns@okfoods.com)>  
**Cc:** [lee.morris@aes.com](mailto:lee.morris@aes.com); [rick.jackson@aes.com](mailto:rick.jackson@aes.com); [joseph.strines@aes.com](mailto:joseph.strines@aes.com); [LaVigneC@gtlaw.com](mailto:LaVigneC@gtlaw.com); [flanagans@gtlaw.com](mailto:flanagans@gtlaw.com); [dodrillc@gtlaw.com](mailto:dodrillc@gtlaw.com)  
**Subject:** RE: Inspection

Great. Thanks. Let's plan on December 4-5. Bryan—please confirm that still works on your end.

Thanks,  
Bill

**Bill Stark**  
Shareholder

Greenberg Traurig, LLP  
2200 Ross Avenue, Suite 5200 | Dallas, TX 75201  
T +1 214.665.3735 | F +1 214.665.5903  
[starkb@gtlaw.com](mailto:starkb@gtlaw.com) | [www.gtlaw.com](http://www.gtlaw.com) | [View GT Biography](#)



---

*Celebrating 15 Years in Dallas*

---

**From:** Rick J. Jackson [<mailto:rickj.jackson@aes.com>]

**Sent:** Wednesday, November 14, 2018 7:31 AM

**To:** Stark, Bill (Shld-Dal-LT) <[starkb@gtlaw.com](mailto:starkb@gtlaw.com)>; [Bryan.Burns@okfoods.com](mailto:Bryan.Burns@okfoods.com)

**Cc:** Lee Morris <[lee.morris@aes.com](mailto:lee.morris@aes.com)>; [rick.jackson@aes.com](mailto:rick.jackson@aes.com); Joseph Strines <[joseph.strines@aes.com](mailto:joseph.strines@aes.com)>; LaVigne, Christopher M. (Shld-Dal-LT) <[LaVigneC@gtlaw.com](mailto:LaVigneC@gtlaw.com)>; Flanagan, Sue (Secy-Dal-LT) <[flanagans@gtlaw.com](mailto:flanagans@gtlaw.com)>; Dodrill, Christopher (LCJD-DAL-LT) <[dodrillc@gtlaw.com](mailto:dodrillc@gtlaw.com)>

**Subject:** RE: Inspection

For the product inspections, yes we can make that work.

Rick Jackson  
AES Shady Point

---

**From:** [starkb@gtlaw.com](mailto:starkb@gtlaw.com) [<mailto:starkb@gtlaw.com>]

**Sent:** Tuesday, November 13, 2018 11:10 AM

**To:** [Bryan.Burns@okfoods.com](mailto:Bryan.Burns@okfoods.com)

**Cc:** Rick J. Jackson <[rickj.jackson@aes.com](mailto:rickj.jackson@aes.com)>; Lee Morris <[lee.morris@aes.com](mailto:lee.morris@aes.com)>; [rick.jackson@aes.com](mailto:rick.jackson@aes.com); Joseph Strines <[joseph.strines@aes.com](mailto:joseph.strines@aes.com)>; [LaVigneC@gtlaw.com](mailto:LaVigneC@gtlaw.com); [flanagans@gtlaw.com](mailto:flanagans@gtlaw.com); [dodrillc@gtlaw.com](mailto:dodrillc@gtlaw.com)

**Subject:** RE: Inspection

**USE CAUTION: External Sender**

We can make that work on our end.

AES—do December 4-5 or 5-6 work for y'all?

**Bill Stark**  
Shareholder

Greenberg Traurig, LLP  
2200 Ross Avenue, Suite 5200 | Dallas, TX 75201  
T +1 214.665.3735 | F +1 214.665.5903  
[starkb@gtlaw.com](mailto:starkb@gtlaw.com) | [www.gtlaw.com](http://www.gtlaw.com) | [View GT Biography](#)



*Celebrating 15 Years in Dallas*

---

**From:** Burns, Bryan [<mailto:Bryan.Burns@okfoods.com>]

**Sent:** Tuesday, November 13, 2018 11:05 AM

**To:** Stark, Bill (Shld-Dal-LT) <[starkb@gtlaw.com](mailto:starkb@gtlaw.com)>

**Cc:** [rickj.jackson@aes.com](mailto:rickj.jackson@aes.com); [lee.morris@aes.com](mailto:lee.morris@aes.com); [rick.jackson@aes.com](mailto:rick.jackson@aes.com); [joseph.strines@aes.com](mailto:joseph.strines@aes.com); LaVigne, Christopher M. (Shld-Dal-LT) <[LaVigneC@gtlaw.com](mailto:LaVigneC@gtlaw.com)>; Flanagan, Sue (Secy-Dal-LT) <[flanagans@gtlaw.com](mailto:flanagans@gtlaw.com)>; Dodrill, Christopher (LCJD-DAL-LT) <[dodrillc@gtlaw.com](mailto:dodrillc@gtlaw.com)>

**Subject:** RE: Inspection

Could we do the first week of December? I have a trip scheduled to our facilities in Alabama during the dates you proposed.

**BRYAN BURNS**  
(479)784-1177

**From:** [starkb@gtlaw.com](mailto:starkb@gtlaw.com) <[starkb@gtlaw.com](mailto:starkb@gtlaw.com)>  
**Sent:** Tuesday, November 13, 2018 10:32 AM  
**To:** Burns, Bryan <[Bryan.Burns@okfoods.com](mailto:Bryan.Burns@okfoods.com)>  
**Cc:** [rickj.jackson@aes.com](mailto:rickj.jackson@aes.com); [lee.morris@aes.com](mailto:lee.morris@aes.com); [rick.jackson@aes.com](mailto:rick.jackson@aes.com); [joseph.strines@aes.com](mailto:joseph.strines@aes.com); [LaVigneC@gtlaw.com](mailto:LaVigneC@gtlaw.com); [flanagans@gtlaw.com](mailto:flanagans@gtlaw.com); [dodrillc@gtlaw.com](mailto:dodrillc@gtlaw.com)  
**Subject:** RE: Inspection

Thanks, Bryan.

How does the week after Thanksgiving work for everyone? Either November 27-28 or 28-29?

**Bill Stark**  
Shareholder

Greenberg Traurig, LLP  
2200 Ross Avenue, Suite 5200 | Dallas, TX 75201  
T +1 214.665.3735 | F +1 214.665.5903  
[starkb@gtlaw.com](mailto:starkb@gtlaw.com) | [www.gtlaw.com](http://www.gtlaw.com) | [View GT Biography](#)



### *Celebrating 15 Years in Dallas*

**From:** Burns, Bryan [<mailto:Bryan.Burns@okfoods.com>]  
**Sent:** Monday, November 12, 2018 3:13 PM  
**To:** Stark, Bill (Shld-Dal-LT) <[starkb@gtlaw.com](mailto:starkb@gtlaw.com)>  
**Cc:** [rickj.jackson@aes.com](mailto:rickj.jackson@aes.com); [lee.morris@aes.com](mailto:lee.morris@aes.com); [rick.jackson@aes.com](mailto:rick.jackson@aes.com); [joseph.strines@aes.com](mailto:joseph.strines@aes.com); LaVigne, Christopher M. (Shld-Dal-LT) <[LaVigneC@gtlaw.com](mailto:LaVigneC@gtlaw.com)>; Flanagan, Sue (Secy-Dal-LT) <[flanagans@gtlaw.com](mailto:flanagans@gtlaw.com)>; Dodrill, Christopher (LCJD-DAL-LT) <[dodrillc@gtlaw.com](mailto:dodrillc@gtlaw.com)>  
**Subject:** RE: Inspection

The products are in a third party storage facility. With a couple weeks advance notice, we should be able to accommodate you. I would prefer not to do it Thanksgiving week. Mondays and Fridays are apparently busy days at the facility, so I would recommend you pick a Tuesday/Wednesday or Wednesday/Thursday.

### **BRYAN BURNS**

(479)784-1177

**From:** [starkb@gtlaw.com](mailto:starkb@gtlaw.com) <[starkb@gtlaw.com](mailto:starkb@gtlaw.com)>  
**Sent:** Monday, November 12, 2018 3:08 PM  
**To:** Burns, Bryan <[Bryan.Burns@okfoods.com](mailto:Bryan.Burns@okfoods.com)>  
**Cc:** [rickj.jackson@aes.com](mailto:rickj.jackson@aes.com); [lee.morris@aes.com](mailto:lee.morris@aes.com); [rick.jackson@aes.com](mailto:rick.jackson@aes.com); [joseph.strines@aes.com](mailto:joseph.strines@aes.com); [LaVigneC@gtlaw.com](mailto:LaVigneC@gtlaw.com); [flanagans@gtlaw.com](mailto:flanagans@gtlaw.com); [dodrillc@gtlaw.com](mailto:dodrillc@gtlaw.com)  
**Subject:** Inspection

\*\*--- For your consideration, this email originates from an external sender ---\*\*

Bryan,

I write regarding the inspection of the products OK Foods has maintained, which I understand from our conversation to be approximately 200,000 pounds of products that are currently being stored in a third-party facility. AES has informed

us that they wish to inspect the products, and I have copied Rick Jackson and Lee Morris of AES on this email. Please let us know dates and times on which the inspection can occur. Given the volume of products, I assume the parties will want to set aside two full days?

Thanks,  
Bill

**Bill Stark**  
Shareholder

Greenberg Traurig, LLP  
2200 Ross Avenue, Suite 5200 | Dallas, TX 75201  
T +1 214.665.3735 | F +1 214.665.5903  
[starkb@gtlaw.com](mailto:starkb@gtlaw.com) | [www.gtlaw.com](http://www.gtlaw.com) | [View GT Biography](#)



*Celebrating 15 Years in Dallas*

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## **EXHIBIT A-6**



Christopher M. LaVigne  
Tel 214.665.3600  
Fax 214.665.3601  
lavognec@gtlaw.com

December 5, 2018

Lee.morris@aes.com  
Lee Morris  
AES Shady Point LLC  
P.O. Box 1740  
Panama, OK 74951

**Certified Mail # 9590 9266 9904 2128 6168 40**

Rick.jackson@aes.com  
Rick Jackson  
AES Shady Point LLC  
P.O. Box 1740  
Panama, OK 74951

**Certified Mail # 9590 9266 9904 2128 6168 54**

Re: Indemnification for Alleged Product Contamination from OK Foods, Inc.

Gentlemen:

As you know, OK Foods, Inc. ("OK Foods") has alleged that defective plastic wear bands used in dry ice pellet packets broke apart and adulterated and/or contaminated hundreds of thousands of pounds of chicken at its Ft. Smith, Arkansas facility. Those dry ice products were manufactured by AES Shady Point LLC ("AES/SP") and sold to Continental Carbonic Products, Inc. ("CCP") under the Sales Agreement – Food Grade Dry Ice Pellets, originally dated July 3, 2007 (the "Agreement"). CCP received these dry ice pellet packets in unopened, sealed containers and supplied them in the same unopened, sealed containers to OK Foods. OK Foods claims that the adulteration and/or contamination required that the chicken be condemned and is demanding to be compensated for the damages it incurred.

As we have previously explained, AES/SP is legally obligated to defend and indemnify CCP for any claim by OK Foods arising out of and/or related to this event. In addition to AES/SP's contractual obligation to indemnify CCP for AES/SP's "willful misconduct," Agreement ¶ 12, AES/SP is also statutorily obligated to indemnify CCP for any harm here for which CCP might be liable. In other words, AES/SP's negligence is enough to trigger its duty to indemnify.

The law of two different states—Oklahoma and Arkansas—could be implicated by a claim brought by OK Foods.<sup>1</sup> Both states require manufacturers to not only indemnify suppliers, but also to pay the supplier's attorneys' fees. Obviously, the Agreement contains a choice-of-law provision providing that it "shall be construed and interpreted in accordance with Oklahoma law."

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<sup>1</sup> These two states are identified by way of explanation only. CCP fully reserves all rights to object to and/or otherwise dispute venue and/or the application of any state's law.

December 5, 2018

Page 2

Agreement ¶ 15. In Oklahoma, “[a] manufacturer shall indemnify and hold harmless a seller against loss arising out of a product liability action[.]” 12 OK Stat § 12-832.1(A). Oklahoma law also allows a seller to recover attorneys’ fees and “other reasonable expenses” from a manufacturer in enforcing indemnity. *Id.* The statute explains that this duty “[i]s in addition to any duty to indemnify established by . . . contract[.]” *Id.* § 12-832.1(E)(2).

Arkansas law may apply because that is where the damage to OK Foods allegedly occurred and where OK Foods would likely file suit. In Arkansas, both CCP and OK Foods have direct causes of action against AES/SP. CCP has a claim under Arkansas Code § 16-116-207: “A supplier of a defective product who was not the manufacturer shall have a cause of action for indemnity from the manufacturer of a defective product arising from the supplying of the defective product.” OK Foods would likewise have a direct claim against AES/SP under § 4-86-101.

AES/SP is liable under both Oklahoma and Arkansas law. AES/SP’s negligent, if not willful, misconduct unquestionably caused any damages suffered by OK Foods. Upon information and belief, the plastic wear bands became defective because AES/SP knowingly and intentionally failed to perform required maintenance on the equipment that manufacturers the dry ice pellet packets, which in turn caused the bands to be worn and break apart. Any defect is directly attributable to AES/SP, as AES/SP manufactured the dry ice packets and sold them to CCP, which then supplied them to OK Foods, *in the unopened, sealed containers packed by AES/SP*. We have also learned that other customers have been similarly affected by AES/SP’s defective wear bands, which only supports this conclusion and points to AES/SP as the culpable party. If this case goes to court, we expect that discovery will bear this out.

But litigation is avoidable. We understand that you have proposed that AES/SP and CCP split the cost of OK Foods’ damages, with AES/SP providing CCP 50% of that amount in dry ice. While we appreciate your effort to avoid litigation, CCP cannot accept this offer. AES/SP is 100% responsible for any harm here and should pay 100% of any damages OK Foods suffered in addition to CCP’s fees and expenses in addressing this matter. CCP, in contrast, has no culpability and should not be required to pay any amount.

Given the law and the facts, CCP demands that AES/SP fully and completely defend and indemnify CCP for any and all liability arising out of AES/SP’s defective product. CCP also demands that AES/pay CCP the attorneys’ fees and expenses CCP has incurred in pursuing indemnity. The attorneys’ fees incurred to date are shown in the enclosed invoices.<sup>2</sup> AES/SP can pay those fees to CCP directly. Only your agreement to fully and completely defend and indemnify CCP and reimburse its attorneys’ fees and expenses will resolve this issue.

---

<sup>2</sup> The enclosed invoices do not include the attorneys’ fees and expenses CCP incurred in November 2018, and, obviously CCP’s attorneys’ fees and expenses continue to accrue.

December 5, 2018

Page 3

Please let us know if you have any questions.

Sincerely,

A handwritten signature in blue ink, consisting of a series of loops and a long horizontal stroke.

Christopher M. LaVigne

Encl.



Invoice No.: 4883274  
File No. : 172909.011200  
Bill Date : October 3, 2018

Matheson Tri-Gas, Inc.  
150 Allen Road, 3rd Floor  
Basking Ridge, NJ 07920

**INVOICE**

Re: OK Foods, Inc./AES Shady Point Carbonic Products, Inc.

Legal Services through September 30, 2018:

Total Fees: \$ 3,127.50

**Current Invoice: \$ 3,127.50**

LAA:MG  
Tax ID: 13-3613083

**WE HAVE MOVED**

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Tel 973.360.7900 | Fax 973.301.8410 | [www.gtlaw.com](http://www.gtlaw.com)



Invoice No.: 4883274  
File No. : 172909.011200

**FOR YOUR CONVENIENCE,  
PAYMENT INSTRUCTIONS FOR GT FIRM ACCOUNT  
FOR FEES & COSTS ARE AS FOLLOWS:**

PLEASE RETURN WITH YOUR PAYMENT

CLIENT NAME: MATHESON TRI-GAS, INC.  
FILE NUMBER:

INVOICE NUMBER: 4883274\*

BILLING  
PROFESSIONAL: Lee A. Albanese

Current Invoice: \$ 3,127.50

Total Amount Due: \$ 3,127.50

For Wire and ACH Instructions:

TO: CITIBANK, N.A.

ABA #:

CREDIT TO: GREENBERG TRAURIG ACCOUNT

ACCOUNT #:

PLEASE

REFERENCE: CLIENT NAME: MATHESON TRI-GAS, INC.

FILE NUMBER: 172909.011200

INVOICE NUMBER: 4883274\*

BILLING

PROFESSIONAL: Lee A. Albanese

Wire fees may be assessed by your bank.

\* If paying more than one invoice, please reference all invoice numbers in wiring instructions.

\* \* \* \* \*

LAA:MG

Tax ID: 13-3613083

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Tel 973.360.7900 | Fax 973.301.8410 | [www.gtlaw.com](http://www.gtlaw.com)



Invoice No.: 4883274  
File No. : 172909.011200

**Summary of Fees (Current Invoice)**

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Christopher M. LaVigne	3.20	600.00	1,920.00
Bill Stark	2.10	575.00	1,207.50
Totals:	5.30	590.09	\$ 3,127.50

\* \* \* \* \*

LAA:MG  
Tax ID: 13-3613083

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Invoice No.: 4883274  
 Re: OK Foods, Inc./AES Shady Point Carbonic Products, Inc.  
 Matter No.: 172909.011200

Page 1

Description of Professional Services Rendered:

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>
09/12/18	Christopher M. LaVigne	Confer with C. Roy regarding review	0.80
09/13/18	Christopher M. LaVigne	Review	0.50
09/14/18	Christopher M. LaVigne		0.20
09/17/18	Christopher M. LaVigne	Confer with B. Stark and C. Roy regarding (.4); review (.3); review (.3).	1.00
09/17/18	Bill Stark	Telephone conference with C. Roy; review and analyze draft correspondence to OK Foods.	1.10
09/18/18	Christopher M. LaVigne	Confer with C. Roy (.2); review (.2); review (.3).	0.70
09/18/18	Bill Stark	Revise correspondence to OK Foods; draft correspondence to AES Shady Point; correspondence with client.	0.70
09/19/18	Bill Stark	Correspondence with client	0.30
<u>Total Time:</u>			5.30



Invoice No.: 4883274  
Re: OK Foods, Inc./AES Shady Point Carbonic Products, Inc.  
Matter No.: 172909.011200

Page 2

Description of Expenses Billed:

<u>DATE</u>	<u>DESCRIPTION</u>	<u>AMOUNT</u>
-------------	--------------------	---------------

No expenses charged to this file

DUPLICATE COPY



Invoice No.: 4908983  
File No. : 172909.011200  
Bill Date : November 4, 2018

Matheson Tri-Gas, Inc.  
150 Allen Road, 3rd Floor  
Basking Ridge, NJ 07920

**INVOICE**

Re: OK Foods, Inc./AES Shady Point Carbonic Products, Inc.

Legal Services through October 31, 2018:

Total Fees: \$ 2,040.00

**Current Invoice: \$ 2,040.00**

LAA:MG  
Tax ID: 13-3613083

**WE HAVE MOVED**

Greenberg Traurig, LLP | Attorneys at Law | 500 Campus Drive, Suite 400 | Florham Park, New Jersey 07932  
Tel 973.360.7900 | Fax 973.301.8410 | [www.gtlaw.com](http://www.gtlaw.com)



Invoice No.: 4908983  
File No. : 172909.011200

**FOR YOUR CONVENIENCE,  
PAYMENT INSTRUCTIONS FOR GT FIRM ACCOUNT  
FOR FEES & COSTS ARE AS FOLLOWS:**

PLEASE RETURN WITH YOUR PAYMENT

CLIENT NAME: MATHESON TRI-GAS, INC.  
FILE NUMBER:

INVOICE NUMBER: 4908983\*

BILLING  
PROFESSIONAL: Lee A. Albanese

Current Invoice: \$ 2,040.00

Total Amount Due: \$ 2,040.00

For Wire and ACH Instructions:

TO: CITIBANK, N.A.

ABA #:

CREDIT TO: GREENBERG TRAUIG ACCOUNT

ACCOUNT #:

**PLEASE**

**REFERENCE:** CLIENT NAME: MATHESON TRI-GAS, INC.

FILE NUMBER: 172909.011200

INVOICE NUMBER: 4908983\*

**BILLING**

PROFESSIONAL: Lee A. Albanese

Wire fees may be assessed by your bank.

\* If paying more than one invoice, please reference all invoice numbers in wiring instructions.

\* \* \* \* \*

LAA:MG  
Tax ID: 13-3613083

**WE HAVE MOVED**

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Invoice No.: 4908983  
File No. : 172909.011200

**Summary of Fees (Current Invoice)**

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Christopher M. LaVigne	1.10	600.00	660.00
Bill Stark	2.40	575.00	1,380.00
Totals:	3.50	582.86	\$ 2,040.00

\* \* \* \* \*

LAA:MG  
Tax ID: 13-3613083

**WE HAVE MOVED**

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Invoice No.: 4908983  
 Re: OK Foods, Inc./AES Shady Point Carbonic Products, Inc.  
 Matter No.: 172909.011200

Page 1

Description of Professional Services Rendered:

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>
10/01/18	Christopher M. LaVigne	Confer with B. Stark and C. Roy regarding (.3); review and analyze (.3).	0.60
10/01/18	Bill Stark	Review and analyze correspondence regarding the same.	0.60
10/08/18	Christopher M. LaVigne	Review	0.30
10/09/18	Bill Stark	Correspondence from client regarding	0.40
10/10/18	Christopher M. LaVigne	Confer client regarding	0.20
10/10/18	Bill Stark	Correspondence with client; research	1.40
<u>Total Time:</u>			3.50

Invoice No.: 4908983  
Re: OK Foods, Inc./AES Shady Point Carbonic Products, Inc.  
Matter No.: 172909.011200

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Description of Expenses Billed:

<u>DATE</u>	<u>DESCRIPTION</u>	<u>AMOUNT</u>
-------------	--------------------	---------------

No expenses charged to this file

DUPLICATE COPY

# **EXHIBIT A-7**



James M. Reed  
320 South Boston Avenue, Suite 200  
Tulsa, OK 74103-3706  
Direct Dial: (918) 594-0462  
Facsimile: (918) 594-0505  
jreed@hallestill.com

December 21, 2018

**VIA E-MAIL AND U.S. MAIL**

Christopher M. LaVigne  
Greenberg Traurig, LLP  
Attorneys at Law  
2200 Ross Avenue, Suite 5200  
Dallas, Texas 75201

Re: Continental Carbonic Products, Inc.; Request for Indemnification  
Rule 408 Privileged Settlement Communication

Dear Mr. LaVigne:

This Firm represents AES Shady Point, LLC ("AES/SP"). We have been asked to respond to your December 5, 2018 letter to representatives of AES/SP, in regard to the above-captioned matter.

AES/SP disagrees with the legal and factual analysis contained in your letter. AES/SP has no liability to your client or OK Foods, Inc., with respect to the sale of purportedly defective dry ice pellets.

In accordance with the terms of the parties' July 3, 2007 Sales Agreement, as amended ("Agreement"), AES/SP's liability is limited to damages resulting from and solely attributable to the "willful misconduct" of AES/SP's employees or subcontractors. *See* Paragraph 12 of the Agreement. The Oklahoma law you cite in support of your client's position is inapplicable to the facts and circumstances involved in this matter. Your client has clearly waived any entitlement to the statutory protections you reference. There is no Oklahoma authority which would support an assertion that the statutes you cite are not waivable through contractual agreement and, as you have acknowledged, the Parties agreed to the application of Oklahoma law in interpretation and enforcement of the Agreement.

Additionally, the Agreement was performed in Oklahoma, not Arkansas and the Agreement clearly provides that your client takes title to the product at AES/SP's facility located in Le Flore County, Oklahoma. Therefore, Arkansas law has no applicability to the facts at issue and your client clearly waived any entitlement to indemnification for damages not caused by AES/SP's willful misconduct. There is absolutely no evidence to support a claim of willful misconduct against AES/SP.



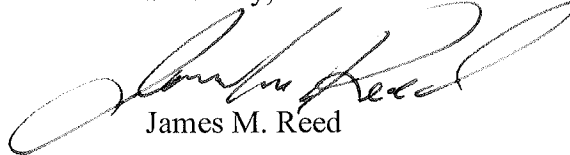
Christopher M. LaVigne  
December 21, 2018  
Page 2

With respect to your admonition regarding preserving documents, AES/SP will ensure preservation of all relevant information. In that regard, AES/SP also demands that your client ensure protection and preservation of all relevant documents and information as well, including e-mail communications, both internally and with third parties, as well any and all other electronically stored information or physical documents.

In light of the above, AES/SP urges your client to reconsider the more than reasonable settlement offer previously communicated to your client by Mr. Rick Jackson of AES/SP. There is no assurance that AES/SP will be able to hold its prior settlement offer open after December 26, 2018. If you would like to discuss this matter further, please contact me at your convenience.

Nothing contained herein should be considered a waiver or release of any claim or defense held by AES/SP, nor an admission of any fact or legal position asserted by Continental Carbonic Products, Inc., or any other party.

Sincerely,

A handwritten signature in black ink, appearing to read "James M. Reed", is written over the typed name. The signature is fluid and cursive, with a large initial "J" and "R".

James M. Reed

JMR:sar

3806808.1:210565:02349

## **EXHIBIT A-8**



P. William Stark  
Tel 214.665.3735  
Fax 214.665.3601  
starkb@gtlaw.com

March 7, 2019

JReed@HallEstill.com  
James M. Reed  
Hall Estill  
320 S. Boston Avenue, Suite 200  
Tulsa, OK 74103

joseph.strines@aes.com  
Joseph Strines  
Assistant General Counsel  
AES US Service Co.  
One Monument Circle  
Indianapolis, IN 46204

Re: Indemnification for Alleged Product Contamination from OK Foods, Inc.

Gentlemen:

We are providing notice of a lawsuit (the "Lawsuit") that has been filed by OK Foods, Inc. ("OK Foods") in the Western District of Arkansas against Continental Carbonic Products, Inc. ("CCP") regarding dry ice products manufactured by AES Shady Point LLC ("AES/SP"). The Lawsuit concerns alleged defects in AES/SP's product. A copy of the Complaint is enclosed.

Sincerely,

A handwritten signature in blue ink, appearing to read "P. Stark", with a stylized flourish at the end.

P. William Stark

Encl.